

204000017064

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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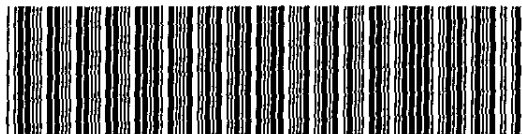
(Business Entity Name)

(Document Number)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PARKWAY INVESTOR GROUP II, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JULIAN CANTILLO
(Name of Person)

MGCA MANAGEMENT, LLC
(Firm/Company)

1575 SAN IGNACIO AVENUE, STE. PH
(Address)

CORAL GABLES, FL 33146
(City/State and Zip Code)

For further information concerning this matter, please call:

JULIAN CANTILLO at (305) 970-0443
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|---|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee &
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|--|---|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

2005 JUN 28 P 3:28
SEC. OF STATE
TALL.

2005
MGCA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

PARKWAY INVESTOR GROUP II, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on MARCH 3, 2004 and assigned document number L04000017064.

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

1. ARTICLE I SHALL BE AMENDED TO READ AS FOLLOWS:

THE NAME OF THE LIMITED LIABILITY COMPANY IS: MGCA MANAGEMENT, LLC

2. ARTICLE II SHALL BE AMENDED TO READ:

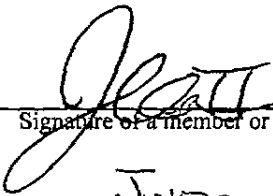
THE STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE LIMITED LIABILITY COMPANY IS:

1575 SAN IGNACIO AVENUE, STE. PH
CORAL GABLES, FL 33146

THE MAILING ADDRESS OF THE LIMITED LIABILITY COMPANY IS:

1575 SAN IGNACIO AVENUE, STE. PH
CORAL GABLES, FL 33146

Dated April 25, 2005.



Signature of a member or authorized representative of a member

Julian Cortillo

Typed or printed name of signee

Filing Fee: \$25.00

**ACKNOWLEDGMENT OF WITHDRAWAL
AND RESIGNATION**

The undersigned, as Manager and/or Authorized Agent of each entity set forth and referenced on attached Exhibit "A", hereby acknowledges and accepts the withdrawal and resignation by BENJAMIN METSCH from any and all capacities he shall have formally held as a Member, Manager, Registered Agent, and/or other officer or agent of each entity referenced and set forth on attached Exhibit "A", with such withdrawal and resignation being effective as of the 31st day of August, 2004.

The undersigned shall further take such steps as are necessary in order to fully document with the State of Florida said withdrawal and resignation by BENJAMIN METSCH from all entities as described above and shall further take such steps as are necessary to identify any further third parties that BENJAMIN METSCH has no further participation, involvement or authority with respect to any of the entities set forth on attached Exhibit "A".

In acknowledgment whereof, the undersigned has hereunto set his hand effective the 31st day of August, 2004.

MANAGER AND/OR AUTHORIZED
AGENT OF EACH ENTITY SET FORTH
ON ATTACHED EXHIBIT "A"

By: 

JULIAN G. CANTILLO, Manager and/or
Authorized Agent

**LAW OFFICES OF
KENNEDY & ASSOCIATES, P.L.**

P. TODD KENNEDY, P.A., LL.M., Taxation †
PAUL T. TRINLEY, LL.M. Taxation
DANA M. SANTINO, LL.M. Taxation ***

EARL E. MAYER, JR., Of Counsel *
MARK J. NOWICKI, P.A., Of Counsel † **
BENJAMIN S. KENNEDY, JR., P.A., Of Counsel

† Board Certified in Taxation

* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
To Matters of Federal Tax Law

** Also Admitted in Colorado and Montana

*** Also Admitted in New York and the District of Columbia

THE FORUM - TOWER A
1675 PALM BEACH LAKES BLVD.
SUITE 700
WEST PALM BEACH, FL 33401

TEL: (561) 683-2484
FAX: (561) 684-3142
E-MAIL: Kennedy@KennedyPLlaw.com

April 22, 2005

Via E-mail and Federal Express

Julian Cantillo

1575 San Ignacio Avenue, Ste. PH

Coral Gables, FL 33146

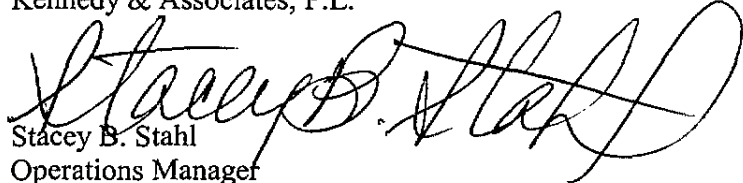
Re: Change of Entity Name and Address
Resignation of Ben Metsch

Dear Julian,

Per your request, enclosed please find the following:

1. The Articles of Amendment to Articles of Organization for Parkway Investor Group II, LLC. This document will change the name of the entity to MGCA Management, LLC. It will also change the address to 1575 San Ignacio Avenue, Ste. PH, Coral Gables, FL 33146. Please sign and date this document on the bottom and mail it to the Division of Corporations with the attached Transmittal Letter. It should be sent to one of the addresses on the bottom of the Transmittal Letter with a check for \$25.00.
2. Acknowledgement of Withdrawal and Resignation. You signed multiple originals of this document. Therefore, I am enclosing an original for your records.

Very truly yours,
Kennedy & Associates, P.L.


Stacey B. Stahl
Operations Manager

:sbs

Encl.

EXHIBIT "A"

Former Officer/RA Name Prior to 08/31/04	Entity Name	Document Numb
<u>METSCH, BENJAMIN</u>	AYERS ELECTRIC COMPANY, LLC	L02000034984
<u>METSCH, BENJAMIN</u>	CHIROPRACTIC NETWORK SOLUTIONS, LLC	L00000010844
<u>METSCH, BENJAMIN R</u>	CHIROPRACTIC NETWORK SOLUTIONS, LLC	L00000010844
<u>METSCH, BENJAMIN</u>	COMPUTER NETWORK SOLUTIONS OF FLORIDA, LLC	L02000032659
<u>METSCH, BENJAMIN</u>	DERMATOLOGY NETWORK SOLUTIONS OF FLORIDA, LLC	L02000029333
<u>METSCH, BENJAMIN</u>	DERMATOLOGY NETWORK SOLUTIONS USA, LLC	L03000029835
<u>METSCH, BENJAMIN</u>	DERMATOLOGY NETWORK SOLUTIONS, LLC	L00000010851
<u>METSCH, BENJAMIN</u>	DERMATOLOGY NETWORK SOLUTIONS, LLC	L00000010851
<u>METSCH, BENJAMIN</u>	FLORIDA SURGICAL SOLUTIONS, LLC	L01000014187
<u>METSCH, BENJAMIN</u>	FLORIDA SURGICAL SOLUTIONS, LLC	L01000014187
<u>METSCH, BENJAMIN</u>	GALLEON HOMES, LLC	L02000018920
<u>METSCH, BENJAMIN</u>	GI INNOVATIVE MANAGEMENT, LLC	L01000014189
<u>METSCH, BENJAMIN</u>	JOSE A. PELAYO NETWORK, INC.	L90244
<u>METSCH, BENJAMIN R</u>	KENNEDY & GOLDBERG, INC.	P96000088786
<u>METSCH, BENJAMIN R</u>	KENNEDY & GOLDBERG, INC.	P96000088786
<u>METSCH, BENJAMIN R</u>	KENNEDY & GOLDBERG, INC.	P96000088786
<u>METSCH, BENJAMIN</u>	KENNEDY, WEISBERG AND COHEN, LLC	L99000007283
<u>METSCH, BENJAMIN</u>	KENNEDY, WEISBERG AND COHEN, LLC	L99000007283
<u>METSCH, BENJAMIN</u>	MCDONALD, GOLDBERG AND AGNETTI, LLC	L01000014186
<u>METSCH, BENJAMIN</u>	MCDONALD, GOLDBERG AND ASSOCIATES, LLC	L01000014192
<u>METSCH, BENJAMIN R</u>	MCDONALD, GOLDBERG AND CANTILLO, INC.	P99000041304
<u>METSCH, BENJAMIN</u>	MCDONALD, GOLDBERG AND KENNEDY, LLC	L01000014195
<u>METSCH, BENJAMIN</u>	MCDONALD, GOLDBERG AND WELLER, LLC	L01000014193
<u>METSCH, BENJAMIN</u>	MCDONALD, GOLDBERG REALTY, LLC	L01000014190
<u>METSCH, BENJAMIN</u>	MCDONALD, GOLDBERG, CANTILLO & WAGSTAFF, LLC	L00000000098
<u>METSCH, BENJAMIN</u>	MCDONALD, GOLDBERG, CANTILLO AND ASSOCIATES, LLC	L00000005569
<u>METSCH, BENJAMIN</u>	MILLENNIUM ADMIN. SERVICES, LLC	L01000013796
<u>METSCH, BENJAMIN</u>	MILLENNIUM ADMIN. SERVICES, LLC	L01000013796
<u>METSCH, BENJAMIN</u>	MILLENNIUM GROUP, LLC	L00000010845
<u>METSCH, BENJAMIN R</u>	MILLENNIUM GROUP, LLC	L00000010845
<u>METSCH, BENJAMIN</u>	MILLENNIUM HEALTH ASSOCIATES, LLC	L00000010847

METSCH, BENJAMIN R	MILLENNIUM HEALTH ASSOCIATES, LLC	L00000010847
METSCH, BENJAMIN	NATIONAL PHYSICIANS SERVICES, LLC	L99000007286
METSCH, BENJAMIN	NATIONAL RADIOLOGY NETWORK, LLC	L00000000097
METSCH, BENJAMIN	NETWORK PHYSICIAN SERVICES, LLC	L00000007465
METSCH, BENJAMIN	NETWORK PHYSICIAN SERVICES, LLC	L00000007465
METSCH, BENJAMIN	ONCOLOGY NETWORK SOLUTIONS, LLC	L02000032855
METSCH, BENJAMIN	ON-SITE REHAB OF SARASOTA, LLC	L03000033842
METSCH, BENJAMIN	ORTHOPEDEX NETWORK OF SOUTH FLORIDA, LLC	L02000032854
METSCH, BENJAMIN	ORTHOPEDEX NETWORK SOLUTIONS OF FLORIDA, LLC	L02000029332
METSCH, BENJAMIN R	ORTHOPEDEX NETWORK, INC.	P98000027126
METSCH, BENJAMIN	PHYSICIANS BENEFIT CORPORATION, LLC	L99000009148
METSCH, BENJAMIN	PHYSICIANS HEALTHCARE ENTERPRISES, LTD.	A99000002049
METSCH, BENJAMIN	PHYSICIANS SERVICES, LLC	L99000007285
METSCH, BENJAMIN	PODIATRY NETWORK SOLUTIONS OF SOUTH FLORIDA, LLC	L02000032653
METSCH, BENJAMIN	PODIATRY NETWORK SOLUTIONS, LLC	L00000010843
METSCH, BENJAMIN	PODIATRY NETWORK SOLUTIONS, LLC	L00000010843
METSCH, BENJAMIN R	PROVIDA HEALTHCARE MANAGEMENT GROUP, INC.	P96000027654
METSCH, BENJAMIN	PROVIDERS NETWORK SOLUTIONS, LLC	L00000009265
METSCH, BENJAMIN R	PROVIDERS NETWORK SOLUTIONS, LLC	L00000009265
METSCH, BENJAMIN	PULMONOLOGY NETWORK SOLUTIONS, LLC	L00000010849
METSCH, BENJAMIN	PULMONOLOGY NETWORK SOLUTIONS, LLC	L00000010849
METSCH, BENJAMIN	REHAB NETWORK OF FLORIDA, LLC	L02000029334
METSCH, BENJAMIN	REHAB NETWORK, LLC	L02000005910
METSCH, BENJAMIN	REHAB PHYSICIANS SERVICES, LLC	L00000005567
METSCH, BENJAMIN	UROLOGY NETWORK SOLUTIONS, LLC	L00000009264
METSCH, BENJAMIN	UROLOGY NETWORK SOLUTIONS, LLC	L00000009264