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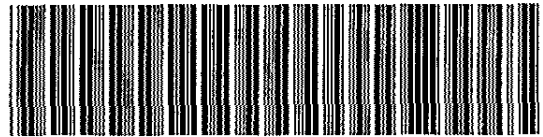
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 202160 11109C

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 125.00

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ORDER DATE : February 14, 2005

ORDER TIME : 10:24 AM

ORDER NO. : 202160-005

CUSTOMER NO: 11109C

CUSTOMER: Steven P. Kushner, Esq.  
Becker & Poliakoff, P.a.

Suite 100  
14241 Metropolis Avenue  
Fort Myers, FL 33912

DOMESTIC FILING

NAME: MGF HOLDINGS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Denise Mick - EXT. 2950

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
MGF HOLDINGS, LLC**

The undersigned, subscribing Member to these Articles of Organization hereby forms a Limited Liability Company under the laws of the State of Florida.

***ARTICLE I  
NAME***

The name of this Limited Liability Company is:

MGF HOLDINGS, LLC

***ARTICLE II  
DURATION AND COMMENCEMENT OF EXISTENCE***

The existence of the Limited Liability Company shall commence upon the date of execution hereof. The Limited Liability Company shall exist in perpetuity unless sooner terminated as provided herein.

***ARTICLE III  
PURPOSE***

This Limited Liability Company is organized for the purposes of transacting any and all lawful business authorized for Limited Liability Companies organized in Florida.

***ARTICLE IV  
ADDRESS***

The mailing address and street address of the Limited Liability Company's principal office is: 2030 McGregor Blvd, Fort Myers, Florida, 33901

***ARTICLE V  
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE***

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered agent and registered office, in the State of Florida.

1. The name of the Limited Liability Company is:


MGF HOLDINGS, LLC

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2. The name and street address of the registered agent and registered office is:

Steven P. Kushner, Esq.  
14241 Metropolis Avenue, Suite 100  
Fort Myers, Florida 33912.

Having been named as registered agent to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
Steven P. Kushner, Esq.

Date: 2-11-05

**ARTICLE VI  
CAPITAL**

The minimum capital of the Limited Liability Company is Five Hundred and No/100ths Dollars (\$500.00) and shall be paid in cash or other property. Additional contributions may be required in accordance with the terms of the Operating Agreement of MGF HOLDINGS, LLC.

**ARTICLE VII  
ADMISSION OF NEW MEMBERS**

The intention is for the Limited Liability Company to be a single Member L.L.C. If, however, that should ever change, the admission of new Members shall be solely by majority vote (in interest) of the existing members.

**ARTICLE VIII  
DISSOLUTION - WINDING UP - LIQUIDATION**

A. **Dissolution.** Subject to the terms of Subsection B below, the Limited Liability Company shall be dissolved upon the unanimous written agreement of the Members.

B. **Right to Continue Business.** Notwithstanding Subsection A above, the non-terminated Members ("Remaining Members") of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, despite the occurrence of any event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by written notice by any one or more of the Remaining Members (representing at least a majority of the interests in the Limited Liability Company) to the other Remaining Members within thirty (30) days of any event described in Subsection A. of this

Article. This Subsection B shall not, however, allow for continuation of the Limited Liability Company if the number of Members at any time is less than one (1).

**ARTICLE IX  
MANAGEMENT**

The Limited Liability Company shall be managed by managers appointed by the Members. Each Member shall appoint one Manager. The initial Manager, and unless the Limited Liability Company ceases to be a single Member L.L.C., the sole Manager unless and until replaced by the Member, shall be the following individual with the specified mailing address:

Michael G. Fink  
2030 McGregor Blvd.  
Fort Myers, Florida 33901.

IN WITNESS WHEREOF, the undersigned, subscribing Member has executed these Articles of Organization of MGF HOLDINGS, L.L.C., effective this 11<sup>th</sup> day of February, 2005.

**WITNESSES**

SABrina C. Scott  
Printed Name: SABrina C. Scott

Carol A. Landes  
Printed Name: Carol A. Landes

Michael G. Fink  
Michael G. Fink

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing Articles of Organization of MGF HOLDINGS, LLC, Michael G. Finks. He is personally known ☒ to me ☐ or has produced N/A as identification and did ☐ did not ☐ take an oath.

Carol A. Landes  
Notary Public

Name: Carol A. Landes

Serial No. DD 238690

(SEAL)

My Commission Expires:

