

Division of Corporations

Page 1

L 05000023767

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000059955 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

RECEIVED

05 MAR -9 AM 7:47

DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

MGN DEVELOPERS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

FILED
2005 MAR -9 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Manual

Corporate Filing

Public Access Help

W
03/10/05

H05000059955

**ARTICLES OF ORGANIZATION
OF****MGN DEVELOPERS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be MGN DEVELOPERS, LLC (hereinafter "the Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company is 2121 Ponce de Leon Boulevard, #600, Coral Gables, Florida 33134.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles Of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these Articles Of Organization or in the Operating Agreement of the Company.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida are Fernando J. Portuondo, Esq., Fernando J. Portuondo, P.A., 2121 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134.

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement of the Company, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

FILED
2005 MAR -9 AM 8:12
DEPT. OF STATE
TALLAHASSEE, FLORIDA

H05000059955

H05000059955

ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of the remaining members.

ARTICLE VII -- MANAGEMENT

The Company shall be managed by a managing member in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial managing member of the Company are: Guillermo Reina, 610 Harbor Circle, Key Biscayne, Florida 33149.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Miami, Florida, on March 9, 2005.



Fernando J. Portuondo,
Authorized Representative

FILED
2005 MAR -9 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000059955

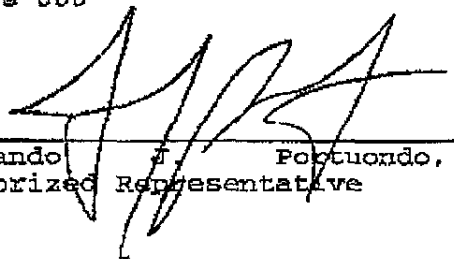
#05000059955

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, MGN DEVELOPERS, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

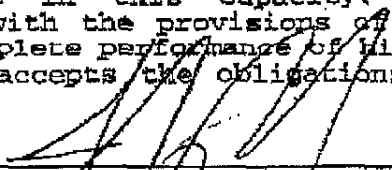
1. The name of the limited liability company is MGN DEVELOPERS, LLC.
2. The name and street address of the registered agent in Florida are:

Fernando J. Portuondo, Esq.
Fernando J. Portuondo, P.A.
2121 Ponce De Leon Blvd., Suite 600
Coral Gables, FL 33134



Fernando J. Portuondo,
Authorized Representative

The undersigned, being the person named in the articles of organization of MGN DEVELOPERS, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Fernando J. Portuondo, Esq.
Fernando J. Portuondo, P.A.
2121 Ponce De Leon Blvd.
Suite 600
Coral Gables, FL 33134

FILED
2005 MAR -9 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#05000059955