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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 283624 10463A

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : March 29, 2005

ORDER TIME : 11:51 AM

ORDER NO. : 283624-005

CUSTOMER NO: 10463A

CUSTOMER: Ms. Larissa K. Lincoln
Cohen Norris Scherer
Weinberger & Wolmer
Suite 400
712 U.S. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: MPC 1, LLC

EFFECTIVE DATE: 3/28/2005

 ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION OF
MPC 1, LLC**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

The name of this limited liability company is MPC 1, LLC.

ARTICLE II

This limited liability company shall become effective MARCH 28, 2005, unless sooner terminated as provided in the Operating Agreement executed or to be executed by the members..

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 1560 Latham Road, No. 7, West Palm Beach, FL 33409. This limited liability company may, at its discretion, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is ANDREW M. JACOBSON, 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.

ARTICLE V

The management of this limited liability company shall be vested in a member or members (i.e. management committee as described in the Operating Agreement) and is, therefore, a member-managed company. The managing member is Steven E. McCraney, 1560 Latham Road, No. 7, West Palm Beach, FL 33409.

ARTICLE VI

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the members as described in the Operating Agreement.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 28th day of March, 2005.



ANDREW M. JACOBSON,
Authorized Representative of a Member

EFFECTIVE DATE
3/28/05

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TALLAHASSEE, FLORIDA
05 MAR 29 PM 3:35

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**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

That **MPC 1, LLC**, a Florida Limited liability company, with its registered office at
1560 Latham Road, No. 7, West Palm Beach, FL 33409, has named **ANDREW M.
JACOBSON**, at 712 U.S. Highway One, Ste 400, North Palm Beach, FL 33408 as its
initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

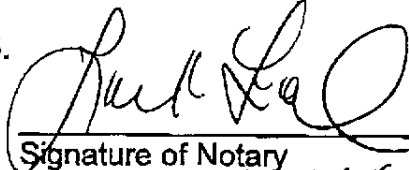
Having been named registered agent to accept service of process for the above-
stated limited liability company at the place designated in this Certificate, I hereby
accept to act in such capacity and agree to comply with the applicable provisions of law.

By: 
ANDREW M. JACOBSON,
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 28th day of March,
2005, by **ANDREW M. JACOBSON**, who is personally known to me or who has
produced Florida State Driver's License Number N/A as
identification and who did () or did not (X) take an oath.

Executed this 28th day of March, 2005.


Signature of Notary
Printed Name: LARISSA K. LINCOLN
My Commission Expires:
My Commission Number:

