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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MPNWSP Partnership 1, 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:

Jeffrey J. Pardo, Esquire

(Name of Person)

Pardo, Gainsburg & Barrow, LLP

(Firm/Company)

2 South Biscayne Blvd, Suite 2475

(Address)

Miami, FL 33131

(City/State and Zip Code)

For further information concerning this matter, please call:

Jeffrey J. Pardo

(Name of Person)

at (305) 358-1001

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
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☐ \$60.00 Filing Fee,
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MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

2005 NOV -4 P 11:25
SECRETARY OF
TALLAHASSEE

11-1-2005

Pardo, Gainsburg & Barrow, LLP

Attorneys at Law

Jeffrey J. Pardo
Admitted in FL, MA
E-Mail: jpardo@pardogainsburg.com

Telephone: (305) 358-1001
Facsimile: (305) 358-2001

October 31, 2005

Diane Cushing, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

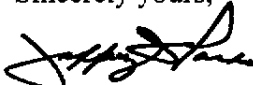
Re: MPNWSP Partnership 1, LLC
Ref No. L05000077517
Letter No.: 505A000064468

Dear Ms. Cushing:

Thank you for your October 24, 2005 letter. I have revised and enclose the Articles of Amendment to the Articles of Organization for this limited liability company to eliminate the use of the word "partnership."

Please record the enclosed Amendment with the files of this company.

Sincerely yours,


Jeffrey J. Pardo



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 24, 2005

JEFFREY J. PARDO, ESQUIRE
PARDO, GAINSBURG & BARROW, LLP
2 SOUTH BISCAYNE BLVD., SUITE 2475
MIAMI, FL 33131

SUBJECT: MPNWSP PARTNERSHIP 1, LLC
Ref. Number: L05000077517

We have received your document for MPNWSP PARTNERSHIP 1, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "PARTNERSHIP." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

I'm sorry your original filing should not have been accepted with the word Partnership in it.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 505A00064468

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

MPNWSP Partnership 1, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on August 8, 2005 and assigned document number L05000077517.


SECOND: This amendment is submitted to amend the following:

Article 1: The name of the Limited Liability Company is MPNWSG Venture 1, LLC.

2005 NOV -4 P 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Dated October 31, 2005.



Signature of a member or authorized representative of a member

Jeffrey J. Pardo, Esquire, its attorney

Typed or printed name of signee