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Fax Number : (850) 205-0383

From:
Account Name : BRENNAN, MANNA & DIAMOND, P.L.
Account Number : 120040000104
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Fax Number : (904) 366-1501

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MGM Holdings, LLC

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**ARTICLES OF ORGANIZATION
OF
MGM HOLDINGS, LLC**

The undersigned authorized representative of a member, for the purpose of forming a limited liability company, for profit, under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, adopts and files the following Articles of Organization:

ARTICLE I – NAME

The name of the limited liability company shall be: MGM HOLDINGS, LLC (the "Company").

ARTICLE II – ADDRESS

The mailing address and principal office address of the Company shall be: 16348 Heathrow Drive, Tampa, Florida 33647.

ARTICLE III – EFFECTIVE DATE; 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 earlier dissolved as provided by law or pursuant to the terms of the Company's Operating Agreement.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is: Brennan, Manna & Diamond, P.L., 76 South Laura Street, Suite 2110, Jacksonville, Florida 32202.

ARTICLE V – PURPOSES

This Company is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and the State of Florida.

ARTICLE VI – MANAGEMENT

The Company is to be managed by the Manager in accordance with the Company's Operating Agreement. The name and street address of the Manager of the Company is:

Gerard C. Mosiello, 16348 Heathrow Drive, Tampa, Florida 33647.

ARTICLE VII- OPERATING AGREEMENT

The initial Operating Agreement of the Company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

ARTICLE VIII- MEMBERSHIP INTERESTS; TRANSFER RESTRICTIONS

The maximum number of membership units which this Company is authorized to have outstanding

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at any one time is One Thousand (1,000). The members may impose such restrictions on the sale, transfer or encumbrance of such membership interests as they see fit.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as an authorized representative of a member at Jacksonville, Florida on this 4th day of April, 2006.


Randal C. Fairbanks
Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, RANDAL C. FAIRBANKS, a member of the entity listed in the Articles of Organization of MGM HOLDINGS, LLC to serve as registered agent for this Company, hereby (i) consents on the entity's behalf to accept service of process for the Company at the place designated in the Articles of Organization, (ii) accepts on the entity's behalf the appointment as registered agent, and (iii) agrees on the entity's behalf that it will act in this capacity. The undersigned further agrees on the entity's behalf that it will comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of the position of registered agent.

BRENNAN, MANNA & DIAMOND, P.L.


Randal C. Fairbanks
Member

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