

SEP-20-2006(WED)

15:00 CARLTON FIELDS

P.001/008

Division of Corporations

Page 1 of 1

L060000092623

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.

((H06000232788 3)))



H060002327883ABC3

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 : CARLTON FIELDS  
Account Number : 076077000355  
Phone : (813)223-7000  
Fax Number : (813)229-4133

Please file  
FIRST  
(In connection with fax  
audit #'s : EGPO60000509 8  
& EGPO60000510 6)

RECEIVED

06 SEP 20 PM 3:03

DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

MGP PARTNERS MANAGEMENT, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

2006 SEP 20 A 9:35  
SECRETARY OF STATE  
ALLIANCE, FLORIDA

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

FAX AUDIT NO. H06000232788 3

ARTICLES OF ORGANIZATION  
OF  
MGP PARTNERS MANAGEMENT, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of MGP PARTNERS MANAGEMENT, LLC (the "Company"):

ARTICLE ONE  
NAME

The name of the limited liability company is: MGP PARTNERS MANAGEMENT, LLC

ARTICLE TWO  
ADDRESS

The street address and the mailing address of the Company is: 9655 South Dixie Highway, Suite 200, Miami, Florida 33156.

ARTICLE THREE  
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: H. Josh Rodstein, 1221 Brickell Avenue, Suite 1100, Miami FL, 33131.

ARTICLE FOUR  
DURATION

The period of this Company's duration shall be perpetual.

FAX AUDIT NO. H06000232788 3  
MIA#2478968.3

FILED  
7006 SEP 20 A 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H06000232788 3

**ARTICLE FIVE**  
**MANAGEMENT**

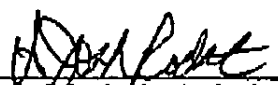
The Company will be a manager-managed company.

**ARTICLE SIX**  
**INDEMNIFICATION**

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a member of the Company as of the \_\_\_\_ day of September, 2006.

  
H. Josh Rodstein, Authorized  
Representative

MIA#2478966J

FAX AUDIT NO. H06000232788 3

FILED  
2006 SEP 20 A 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H06000232788 3

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for MGP PARTNERS MANAGEMENT, LLC, a Florida limited liability company, in the foregoing Articles of Organization, I, H. JOSH RODSTEIN, hereby agree to accept service of process for MGP PARTNERS MANAGEMENT, LLC, and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of said position.

  
H. Josh Rodstein

2006 SEP 20 A 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED