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CARLTON FIELDS

P 001/005

Division of Corporations

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Florida Department of State
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MGP, LLC

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August 24, 2007

CARLTON FIELDS

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SUBJECT: MGP, LLC
REF: W07000041673

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

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

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**ARTICLES OF ORGANIZATION
OF
MGP MIAMI GARDENS, 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:

**ARTICLE ONE
NAME**

The name of the limited liability company is MGP Miami Gardens, LLC (the "Company").

**ARTICLE TWO
ADDRESS**

The mailing address and street address of the principal office of the Company is 610 N.W. 183rd Street, Suite 202A, Miami, Florida 33169.

**ARTICLE THREE
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company is CFRA, LLC, Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, 10th Floor, Tampa, Florida 33607-5736.

**ARTICLE FOUR
MANAGEMENT**

The Company will be a manager-managed company. The name and address of the initial manager of the Company is:

William Green
610 N.W. 183rd Street
Suite 202A
Miami, Florida 33169

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ARTICLE FIVE
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, the undersigned has executed these Articles of Organization on this 13 day of August, 2007.



WILLIAM GREEN
Manager

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for MGP Miami Gardens, LLC, a Florida limited liability company, in the foregoing Articles of Organization, I, Jay Steinman, on behalf of CFRA, LLC, a Florida limited liability company, hereby agree to accept service of process for MGP Miami Gardens, 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 this position.

CFRA, LLC


JAY STEINMAN
Authorized Representative

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