

FROM : REZNICSEK, FRASER, HASTINGS, WHITE & SHAPFER, PA.
Division of Corporations

FAX NUMBER : (904) 567-1066

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MGV Holdings, LLC

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To: Division of Corporations	From: Donna Ciancutti
Fax: 850-617-8383	Pages: 4
Phone:	Date: May 7, 2008
Re: <u>MGV Holdings, LLC</u>	CC:

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**ARTICLES OF ORGANIZATION
OF**

MGV HOLDINGS, LLC

Pursuant to section 608.407 of the Florida Limited Liability Company Act, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is MGV Holdings, LLC.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in § 608.402 (24) of the Act) of the Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing and street address of the principal office of the Company shall be 320 1st Street North, Suite 606, Jacksonville Beach, Florida 32250.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The initial registered office of the Company shall be 320 1st Street North, Suite 606, Jacksonville Beach, Florida 32250, and its initial registered agent at such office shall be Michael A. Granuzzo.

**ARTICLE V
MANAGEMENT OF THE COMPANY**

The Company will be managed by its members in accordance with and subject to the requirements of the Act.

IN WITNESS WHEREOF, the undersigned members of the Company have executed these Articles of Organization on behalf of the Company in accordance with § 608.407 of the Act.

Dated this 7th day of May, 2008.


Michael A. Granuzzo, Member

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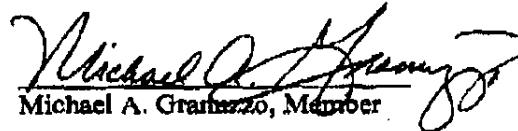
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**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

MGV Holdings, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Michael A. Granuzzo as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 320 1st Street North, Suite 606, Jacksonville Beach, Florida 32250.

Dated this 7th day of May, 2008.


Michael A. Granuzzo, Member

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 7th day of May, 2008.


Michael A. Granuzzo, Registered Agent

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