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Florida Department of State
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To: Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

mgc holdings of florida, llc

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October 23, 2008

EMPIRE

SUBJECT: MGC HOLDINGS OF FLORIDA, LLC
REF: W08000048586

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.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan

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Florida Dept of State

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Letter Number: 108A00054756

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
OF
MGC HOLDINGS OF MIAMI, LLC

ARTICLE I: NAME

The name of the Limited Liability Company is: MGC HOLDINGS OF MIAMI, LLC

ARTICLE II: ADDRESS

This mailing address and street address of the principal office of the Limited Liability Company is:

8525 S.W. 92 Street, Suite C-10, Miami, Florida 33156.

ARTICLE III:

REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT SIGNATURE:

The name and the Florida street address of the registered agent of this Limited Liability Company is:

Frances Robles
8525 S.W. 92 Street
Suite C-10
Miami, FL 33156

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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 as provided for in Chapter 608, F.S..



Frances Robles, Registered Agent

This instrument prepared by:
MARIA R. FERNANDEZ GOMEZ, P.A.
255 Alhambra Circle, Suite 414
Coral Gables, Florida 33134
Florida Bar No: 998494

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ARTICLE IV: PURPOSE:

The general nature of the business to be transacted by the limited liability company shall be as follows:

To conduct the business of real property investment, development and management, and to perform all acts as may be necessary to accomplish the foregoing purpose of the corporation.

To purchase or otherwise deal in all kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein without limits as to the amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans; to draw, accept, endorse, discount, and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise.

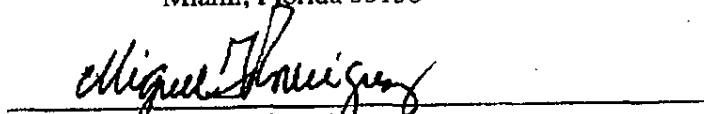
In general, to carry on any other incidental business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Florida upon corporations of this character.

ARTICLE V : MANAGEMENT OF THE LIMITED LIABILITY COMPANY

This Limited Liability Company shall have two (2) managers initially. The number of managers may be increased but shall never be managed by less than one (1) manager. The Limited Liability Company is therefore, a manager- managed company. The name and address of the initial managers of this Limited Liability Company are:



Signature: Frances Robles
8525 S.W. 92 Street, Suite C-10
Miami, Florida 33156



Signature: Miguel Rodriguez
8525 S.W. 92 Street., Suite C-10
Miami, Florida 33156

All of the limited liability companies powers shall be exercised by or under the authority of, and the business and affairs of this company shall be managed under the direction of, the members of this company. This article may be amended from time to time in the regulations of the company by a unanimous vote of the members.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization this
_____ day of October, 2008.

Frances Robles
Frances Robles, Member

Miguel Rodriguez L.S.
Miguel Rodriguez, Member

STATE OF FLORIDA)

SS:

COUNTY OF MIAMI-DADE)

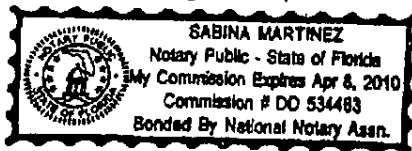
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Frances Robles and Miguel Rodriguez, known by me to be the person who executed the foregoing Articles of Organization, and who acknowledged before me that he executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 17th day of October, 2008.

[Signature]
NOTARY PUBLIC,

STATE OF FLORIDA

My commission expires: 04-08-2010.



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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE
OF MGC HOLDINGS OF MIAMI, LLC**

Pursuant to the provisions of section 608.415 of 608.507, Florida Statutes, the undersigned,
Frances Robles, does hereby certify that she is the registered agent for MGC Holdings of Miami,
LLC., a Florida Limited Liability Company, and he hereby agrees to accept said appointment and act
as the registered agent, with her registered office at:

8525 S.W. 92 Street, Suite C-10, Miami, FL 33156



Frances Robles
Registered Agent

STATE OF FLORIDA)

SS:

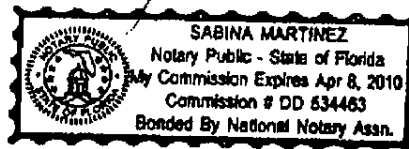
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth
above, personally appeared Frances Robles, known by me to be the person who executed the foregoing Articles
of Organization, and who acknowledged before me that he executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and
County aforesaid this 21st day of October, 2008.


STATE OF FLORIDA
Notary Public

My commission expires: 04-08-2010.



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TALLAHASSEE FLORIDA

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