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October 20, 1998

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R. J. HAUGHEY, II  
RICHARD B. HADLOW  
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PAUL D. WATSON  
DAVID B. WILLIAMS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

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-10/26/98--01078--001  
\*\*\*\*337.50 \*\*\*\*337.50

RE: Filing Articles of Organization

Dear Ladies and Gentlemen:

Enclosed for filing with the Florida Secretary of State are the Articles of Organization of M & G/San Bao Investments, L.L.C., an Affidavit by its Member, D. Michael Harris, and our check for the filing fee and certified copy in the amount of \$337.50.

Please stamp and return the enclosed copy of these documents for our records.

Sincerely,

*Jennifer Riddle*

Jennifer Riddle, Legal Assistant to  
Mindy L. Carreja

**EFFECTIVE DATE**  
10/19/98

Name	10/28/98
Availability	idr dec
Document	cc: D. Michael Harris
Examiner	162633.1 DCC
Updater	DCC
Updater	
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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EFFECTIVE DATE  
10/19/98

**ARTICLES OF ORGANIZATION  
OF  
M & G/SAN BAO INVESTMENTS, L.L.C.**

The undersigned member, acting as a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I

Name

The name of this limited liability company is M & G/SAN BAO INVESTMENTS, L.L.C.  
(the "Company").

ARTICLE II

Duration of Existence

The Company shall commence its existence on October 19, 1998 and thereafter shall remain in existence until such time as the occurrence of any dissolving event defined in the Company's Regulations.

ARTICLE III

Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE IV

Mailing and Street Address; Initial Registered Agent

The Company's initial mailing and street address is 2411 Carolina Avenue, Tampa, FL 33629, and its initial registered agent is Richard B. Hadlow, whose address is 220 South Franklin Street, Tampa, Florida 33602.

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TALLAHASSEE, FLORIDA

ARTICLE VIII

Regulations

The power to adopt, alter, amend or repeal regulations governing the operation of the Company shall be vested in its members.

ARTICLE IX

Indemnification

If in the judgment of all of the members, the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by the §608.4363, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 19<sup>th</sup> day of October, 1998.

M & G/SAN BAO INVESTMENTS, L.L.C.,  
Member

By: D. Michael Harris  
D. Michael Harris, President

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## ARTICLE V

### Additional Members

The members are authorized to admit additional members in the manner set forth in the Company's Regulations.

## ARTICLE VI

### Continuation of the Company

The Company shall not automatically terminate upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that the member whose membership is terminated is not a manager of the Company. Upon termination of the membership of a member who is a manager, the Company will automatically terminate, provided that the holders of a majority of the then outstanding Units (as that term is defined in the Company's Regulations) of the Company shall have the right to continue the business of the Company.

## ARTICLE VII

### Management of the Company

The Company shall be managed by a Manager who shall be elected annually by the Members in the manner set forth in the Company's Regulations. The following individual is hereby appointed the initial manager of the Company, to serve until his successor is duly elected, qualified, and seated:

D. Michael Harris  
2411 Carolina Avenue  
Tampa, FL 33629

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

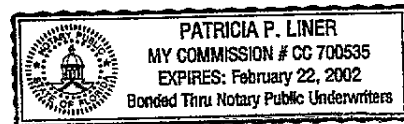
I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 19<sup>th</sup>  
day of October, 1998, by, D. Michael Harris.

Patricia P. Liner

NOTARY PUBLIC, State of Florida  
at Large

Print Name: PATRICIA P. LINER

My Commission Expires: \_\_\_\_\_



CERTIFICATE DESIGNATING

REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, M & G/SAN BAO INVESTMENTS, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Richard B. Hadlow an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.

M & G/SAN BAO INVESTMENTS, L.L.C.  
Member

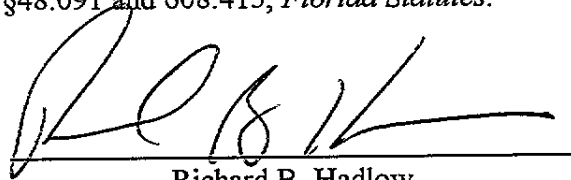
By:

  
D. Michael Harris, Member

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.

  
Richard B. Hadlow

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. Michael Harris, being sworn, upon his oath deposes and says:

1. I am a member of M & G/San Bao Investments, L.L.C., a Florida limited liability company (the "Company").
2. This affidavit is being made in accordance with §608.407(2) of the Florida Statutes.
3. The Company has two members.
4. The Members have contributed cash in the amount of \$100, and no property, as capital to the Company.
5. The total amount of the capital contributions anticipated to be contributed by the members is \$100.

D. Michael Harris  
D. Michael Harris, Member

SWORN AND SUBSCRIBED TO before me this 17<sup>th</sup> day of October, 1998.

Patricia P. Liner  
Notary Public

Print Name: PATRICIA P. LINER

My commission expires:

