

L990000000145



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 092168 4303929

AUTHORIZATION : *Patricia Puyate*

COST LIMIT : \$ 337.50

ORDER DATE : January 7, 1999

ORDER TIME : 8:53 AM

ORDER NO. : 092168-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

900002734359-1-0

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DOMESTIC FILING

NAME: MGP ACQUISITION, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS: _____

L99-145

Name	<i>JP-18</i>
Availability	<i>JP-18</i>
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Examiner	<i>JP</i>
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

MGP ACQUISITION, L.C.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1920 East Hallandale Beach Boulevard, Suite 700, Hallandale, Florida, 33009.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

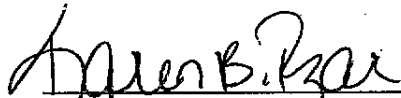
Member: MGP ACQUISITION CORP. 1920 East Hallandale Beach Boulevard
Suite 700
Hallandale, Florida 33099

The undersigned authorized representative of a member of

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MGP ACQUISITION, L.C. hereby executes these articles of
organization on this 8th Day of JANUARY 1998.

CORPORATION SERVICE COMPANY



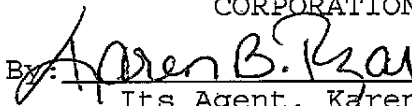
BY: Karen B. Rozar
as its agent as authorized
representative of MGP AQUISITION,
L.C.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION.

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

Dated: January 8, 1999

SKD/clb

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MGP ACQUISITION, L.C. deposes and says:

- 1) the above named limited liability company has at least two members:
- 2) the total amount of cash contributed by the member(s) is 1,000.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is 0:
- 4) the amount of cash or property anticipated to be contributed by member(s) is 0:
- 5) the total amount of 2, 3, and 4 is: 1,000.00.

Karen B. Rozar

Karen B. Rozar, as agent for Corporation Service Company in its capacity as authorized representative of a member of MGP ACQUISITION, L.C.

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LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of L.C. MGP ACQUISITION, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
day of , 19

Michael R. Lewis
WITNESS

Michael R. Lewis
TYPED OR PRINTED NAME

[Signature]
WITNESS

Nancy B. Losh
TYPED OR PRINTED NAME

[Signature]
SIGNATURE

Joseph A. Hernandez
TYPED OR PRINTED NAME

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