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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known)

MPG Associates LLC

000002933800--1
-07/16/99--01086--025
*****85.00 *****85.00

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99 JUL 27 PM 3:06
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TALLAHASSEE, FL 32301

- Walk In
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Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

RUSH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other <u>LLC</u>

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

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DIVISION OF CORPORATION
TALLAHASSEE, FL 32301

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Date: _____

1100-10101
7-27-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED

99 JUL 27 PM 12:14

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

July 16, 1999

UCC FILING & SEARCH SERVICES

SUBJECT: MPG ASSOCIATES, LLC
Ref. Number: W99000016464

*Corrected
Resubmitted*

RUSH

We have received your document for MPG ASSOCIATES, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 399A00036754

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
MPG ASSOCIATES, LLC**

1. The undersigned organizers hereby form a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

1. The name of the Limited Liability Company shall be:

MPG ASSOCIATES, LLC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

1. The address of the principal place of business of this company shall be R. Scott Price, Esq., 2640 Golden Gate Parkway, Suite 315, Naples, Florida 34105, and the mailing address of the company shall be the same.

ARTICLE III. TERM OF EXISTENCE

1. This limited liability company shall commence its existence on the date these Articles are filed, pursuant to Florida Statutes Section 608.409; and shall exist until December 31, 2025 or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV. NATURE OF BUSINESS

1. This limited liability company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. CONTRIBUTIONS TO CAPITAL

1. This company shall commence its existence with \$100.00 cash as its contributed capital. There are no additional contributions to be made by the members except as determined by unanimous consent of the members.

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ARTICLE VI. NEW MEMBERS

1. No new members shall be admitted without the consent of sixty-six percent (66%) of existing members.

ARTICLE VII. CONTINUATION OF COMPANY

1. Remaining members of this limited liability company shall have the right to continue the business of the company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event that terminates the continual membership of a member in the limited liability company, upon the sixty-six percent (66%) vote of the remaining members.

ARTICLE VIII. MANAGEMENT

1. The limited liability company shall be managed by the members pursuant to Florida Statutes Section 608.422. The names and addresses of those members are as follows:

John S. McGarvey
McGarvey Construction Co, Inc.
3521 Bonita Bay Blvd.
Bonita Springs, FL 34134

Daniel F. Gerner
McGarvey Construction Co, Inc.
3521 Bonita Bay Blvd.
Bonita Springs, FL 34134

William G. Price, Jr.
McGarvey Construction Co, Inc.
3521 Bonita Bay Blvd.
Bonita Springs, FL 34134

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ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

1. The name of the initial registered agent of the company is R. Scott Price, Esquire.

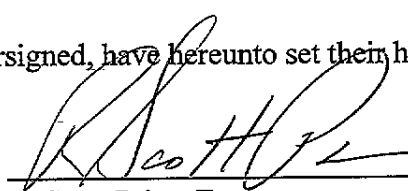
2. The street address of the initial registered office of the limited liability company shall be KELLY, PRICE, PASSIDOMO, SIKET & SOLIS, 2640 Golden Gate Parkway, Suite 315, Naples, Florida 34105. The mailing address shall be KELLY, PRICE, PASSIDOMO, SIKET & SOLIS, 2640 Golden Gate Parkway, Suite 315, Naples, Florida 34105.

ARTICLE X. ORGANIZERS

1. The name and street address of the Organizer to these Articles of Organization is:

R. Scott Price, Esquire
Kelly, Price, Passidomo, Siket & Solis
2640 Golden Gate Parkway
Suite 315
Naples, FL 34105

IN WITNESS WHEREOF, the undersigned, have hereunto set their hands, on this 15th day of July, 1999.

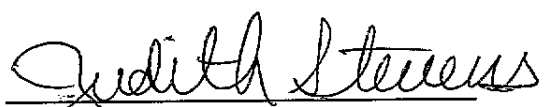

R. Scott Price, Esq.

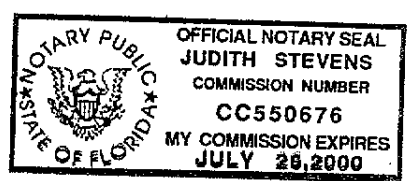
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STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared R. Scott Price, who was not sworn and who is personally known to me as the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 15th day of July, 1999.


Notary Public
My Commission Expires:



ACCEPTANCE:

I agree, as Registered Agent, to accept service of process; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligations of my position as registered agent.

WITNESS my hand this 15th of July, 1999 in the City of Naples, State of Florida.



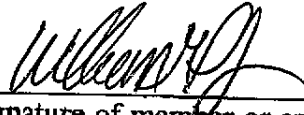
R. Scott Price
Registered Agent

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TALLAHASSEE, FLORIDA

Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of MPG Associates, LLC certifies:

- 1. the above named limited liability company has a least one member.
- 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 contribution by member(s) is (A description of the property is attached and made a part hereto.); and \$ -0-
- 4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000.00



 Signature of member or an authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

William G. PRICE, JR

 Typed or printed name of signee

FILING FEE: \$250.00 FOR Articles and Affidavit

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