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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**MGM Worldwide, LLC**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
MGM WORLDWIDE, LLC**

Pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for MGM WORLDWIDE, LLC (the "Company"):

**ARTICLE I  
NAME**

The name of the limited liability company is MGM WORLDWIDE, LLC (the "Company").

**ARTICLE II  
MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal place of business of the Company is 801 Brickell Key Blvd., Suite 405, Miami, Fl 33131.

**ARTICLE III  
INITIAL REGISTERED AGENT**

The name and address of the initial registered agent for the Company in Florida is Enrique J. Martin, c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

**ARTICLE IV  
MANAGEMENT**

The Company is to be member managed.

**IN WITNESS WHEREOF**, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 7<sup>th</sup> day of December 2005.

  
\_\_\_\_\_  
Enrique J. Martin, Authorized Representative

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That MGM Worldwide, LLC, desiring to organize under the laws of the State of Florida, has named Enrique J. Martin, located at 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes

Dated this 7<sup>th</sup> day of December, 2005.



Registered Agent Signature

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