

**L08000071740**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000180743 3)))



H08000180743ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
 Fax Number : (850)617-6393

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC  
 Account Number : 110432003053  
 Phone : (561)694-8107  
 Fax Number : (561)694-1639

2008 JUL 25 A 8:37  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

FLORIDA/FOREIGN LIMITED LIABILITY CO.

MCGI USA LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

A. LUNT  
JUL 28 2008  
EXAMINER

RECEIVED  
08 JUL 25 AM 6:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

H08000180743

# ARTICLES OF ORGANIZATION

## Article I. Name

The name of this Florida limited liability company is:  
MCGI USA LLC

## Article II. Address

The street and mailing address of the Company's initial principal office is:  
MCGI USA LLC  
1200 West Avenue  
Tower Suite 1  
Miami Beach FL 33139

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 JUL 25 A 8:37

FILED

## Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410

## Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profit and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

H08000180743

H08000180743

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a member-managed company. The name and address of each member is:

NATHANAEL COHEN  
1200 West Avenue Tower Suite 1  
Miami Beach FL 33139  
STEVEN ATHEA  
1200 West Avenue Tower Suite 1  
Miami Beach FL 33139  
YONEL FELLOUS  
1200 West Avenue Tower Suite 1  
Miami Beach FL 33139

FILED  
2008 JUL 25 A 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article VII. Company Existence

The Company's existence shall begin effective as of July 24, 2008.

The undersigned authorized representative of a member executed these Articles of Organization on July 24, 2008.

  
CORPORATE CREATIONS INTERNATIONAL INC.  
Franco E. Cammarata Vice President  
by Valerie Hawk as attorney-in-fact

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

H08000180743

H08000180743

**STATEMENT OF REGISTERED AGENT**

**LIMITED LIABILITY COMPANY:**

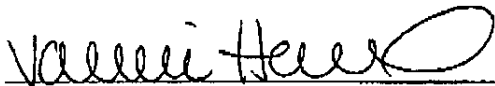
**MCGI USA LLC**

**REGISTERED AGENT/OFFICE:**

**Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
UNITED STATES**

**FILED**  
2008 JUL 25 A 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the company named above at the place designated in this statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**CORPORATE CREATIONS NETWORK INC.  
Valerie Hawk, Assistant Secretary**

**Date: July 24, 2008.**

**Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107**

H08000180743