

05-02-06

From: HUNTON WILLIAMS

(305) 810-2460

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Florida Department of State
Division of Corporations
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Account Name : HUNTON & WILLIAMS
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MGM INTERNATIONAL, LLC

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DIVISION OF CORPORATION

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with Section 608.503, Florida Statutes, the following is submitted to register a foreign limited liability company to transact business in the State of Florida:

1. The name of the limited liability company: MGM INTERNATIONAL LLC
2. The state of organization: Delaware
3. Date of organization: February 24, 2003
4. The EIN: 20-1029505
5. Date first transacted business in Florida: Upon qualification
6. Principal office address: 501 Brickell Key Blvd., Suite 202
Miami, Florida 33131
7. Purpose: To transact all lawful activities and businesses
8. Name and address of Florida Registered Agent: Uriel Mendieta
c/o Hunton & Williams LLP
1111 Brickell Avenue
Suite 2500
Miami, Florida 33131
9. Management: The limited liability company is to be managed by its members
10. Names and business addresses of managers and/or members:

Maria Pia Iannariello - President, Secretary and Treasurer
501 Brickell Key Blvd., Suite 202
Miami, Florida 33131

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05-02-06 17:11 From:HUNTON WILLIAMS

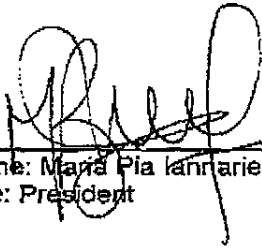
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11. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized.

Dated as of May 1, 2006

By: 
Name: Maria Pia Iannariello
Title: President

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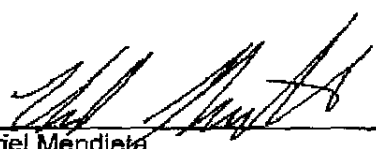
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

That MGM INTERNATIONAL LLC, desiring to organize under the laws of the State of Florida, has named Uriel Mendieta, located at c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, at the place designated in this application, I hereby accept the appointment as Registered Agent and agree to act in this capacity. 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 obligations of my position as Registered Agent.

Dated as of April 17, 2006.

By: 

Uriel Mendieta

Delaware

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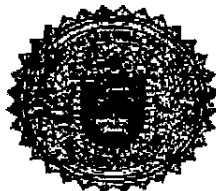
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MGM INTERNATIONAL LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF APRIL, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MGM INTERNATIONAL LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2003.

NOTARIAL PUBLIC
STATE OF DELAWARE
COMMISSION EXPIRES
JANUARY 1, 2007



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060346601

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4665767

DATE: 04-13-06

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