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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

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LIMITED LIABILITY COMPANY

Midway Group LC

Certificate of Status	0
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Page Count	04
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:

Midway Group LC

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:

Midway Group LC
1220 North Market Street, Suite 606
Wilmington DE 19801

Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article V. Percentage Interest; Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-421-2661

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Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of a majority of the remaining members of the Company within 30 days after any of these events.

Article VII. Admission of Additional Members

No person may be admitted as an additional member unless a majority of members consent in writing to the issuance of units to an additional member for fair consideration.

Article VIII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, 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 profits 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.

Article IX. Management

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

- SATURN INVESTMENT GROUP, S.A.
Suite 302, East Building #34/20 Cuba Avenue & 34 Street Panama City 5, PANAMA
- STAR GROUP FINANCE AND HOLDINGS, INC.
Suite 302, East Building #34/20 Cuba Avenue & 34 Street Panama City 5, PANAMA

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Article X. Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

Article XI. Company Existence

The Company's existence shall begin effective as of March 3, 2000.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
AMERICAN INCORPORATORS LTD.
Sid Garnett

Date: March 7, 2000

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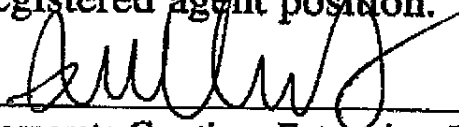
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:
Midway Group LC

REGISTERED AGENT/OFFICE:
Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. 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.

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Corporate Creations Enterprises Inc.
Luis A. Uriarte, President

Date: March 7, 2000

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