

11-08-07

Division of Corporations

From: HUNTON & WILLIAMS

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*** FASICA ENTERTAINMENT GROUP, LLC**

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
FASICA ENTERTAINMENT GROUP, LLC**

FASICA ENTERTAINMENT GROUP, LLC, a limited liability company organized under the laws of the State of Florida (the "Company"), in accordance with Section 608.411 of the Florida Statutes, desiring to amend and restate its Articles of Organization, does hereby certify:

- FIRST: The Articles of Organization of the Company were filed with the Secretary of State of Florida on January 22, 2002.
- SECOND: These Amended and Restated Articles of Organization were duly executed in accordance with Section 608.411 of the Florida Statutes, and adopted by the majority-in-interest member of the Company on November 5, 2007.
- THIRD: The Articles of Organization are hereby restated and amended as follows:

ARTICLE I - ARTICLE I - NAME

The name of the limited liability company is FASICA ENTERTAINMENT GROUP, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing address and street address of the principal office of the Company is 100 South Pointe Drive, Apart. 2201, Miami Beach, Florida 33139.

ARTICLE III - REGISTERED AGENT; REGISTERED ADDRESS

The name of the registered agent of the Company is Fabio Alonso Salgado. The Florida street address of the registered agent of the Company is 100 South Pointe Drive, Apart 2201, Miami Beach, Florida 33139.

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ARTICLE IV - MANAGEMENT

The company shall be manager-managed. The sole manager of the company is Fabio Alonso Salgado (the "Manager").

ARTICLE V - AUTHORITY OF THE MANAGER

The Manager shall have full responsibility and exclusive and complete discretion in the management and control of the business and affairs of the Company, shall make all decisions affecting the Company's affairs and business, and shall have full, complete and exclusive discretion to take any and all action that the Company is authorized to take and to make all decisions with respect thereto.

The Manager shall have the authority to execute on behalf of the Company such agreements, contracts, instruments and other documents as it shall from time to time approve, such approval to be conclusively evidenced by its execution and delivery of any of the foregoing. The signature of the Manager on all such instruments, agreements, contracts, leases, conveyances or documents, shall be sufficient to bind the Company in respect thereof and conclusively evidence the authority of the Manager with respect thereto.

The Manager shall be the only authorized signatory of any existing bank accounts in the name of the Company, and shall have full authority to open, close and otherwise manage any bank accounts on behalf of the Company.

IN WITNESS WHEREOF, the undersigned authorized member of FASICA ENTERTAINMENT GROUP, LLC has executed these Amended and Restated Articles of Organization as of November 7, 2007.

By: 

Fabio Alonso Salgado, Member

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

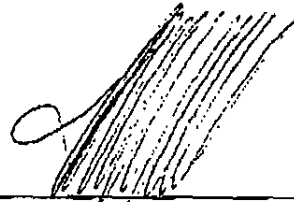
W I T N E S S E T H:

That FASICA ENTERTAINMENT GROUP LLC, desiring to organize under the laws of the State of Florida, has named Fabio Alonso Salgado, whose offices are located at 100 South Pointe Drive, Apart. 2201, Miami Beach, Florida 33139, 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 7th day of November 2007.



Registered Agent

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