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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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LIMITED LIABILITY AMENDMENT

MDM GROUP LLC

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective December 16, 2002 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: MDM Group LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on August 28, 2002.

Article III. Address

The Company's street and mailing address is:

MDM Group LLC
1300 Brickell Avenue
Miami FL 33131

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Jose A. Rodriguez
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

Jose A. Rodriguez | FL Bar Member 989444
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-445-6600

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Article V. 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 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 VI. Management

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

DANIEL BAIKOVICIUS
1300 Brickell Avenue Miami FL 33131
MARIO RYBAK JUNGERMAN
1300 Brickell Avenue Miami FL 33131
MIGUEL BAIKOVICIUS
1300 Brickell Avenue Miami FL 33131

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Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

MDM Group LLC

By: [Signature]
by T. Bact as attorney-in-fact
Name: Daniel Baikovicus
Title: Member
Date: December 16, 2002

Jose A. Rodriguez | FL Bar Member 989444
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-445-8600

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
MDM Group LLC

REGISTERED AGENT/OFFICE:
Jose A. Rodriguez
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

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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.



JOSE A. RODRIGUEZ
by T. Bacz as attorney-in-fact

Date: December 16, 2002

Jose A. Rodriguez | FL Bar Member 989444
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
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