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RAFFERTY, STOLZENBERG

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LIMITED LIABILITY AMENDMENT

MTS USA LLC

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W4-4134
5/9/2005

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
MTS USA LLC
(A Florida Limited Liability Company)**

- FIRST:** The name of the limited liability company is MTS USA LLC.
- SECOND:** The date of filing of the articles of organization is January 15, 2004.
- THIRD:** The following amendments to the Articles of Organization of MTS USA LLC were adopted by the limited liability company:

Article III is hereby amended to read as follows:

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the registered agent is:

William L. Rafferty, Jr., Esq.
Rafferty, Stolzenberg, Gelles, Tenenholtz & Flynn, P.A.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

Article VI is hereby amended to read as follows:

ARTICLE VI
MANAGEMENT

The limited liability company is to be managed by managers and is, therefore, a manager-managed company. The Board of Managers shall consist of not less than three (3) managers. Certain actions of the managers shall be taken by the consent or affirmative vote of the majority of the managers subject to certain restrictions on their authority, as set forth in the Company's Operating Agreement.

Dated: May 9, 2005.



William L. Rafferty, Jr., Esq.
Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
MTS USA LLC**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

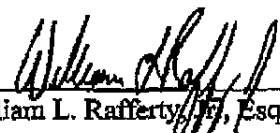
1. The name of the limited liability company is:

MTS USA LLC

2. The name and address of the registered agent and office is:

William L. Rafferty, Jr., Esq.
Rafferty, Stolzenberg, Gelles, Tenenholtz & Flynn, P.A.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

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 certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



William L. Rafferty, Jr., Esq.

Date: May 9, 2005.

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