

# L040000024691

Florida Department of State  
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To:  
Division of Corporations  
Fax Number : (850) 205-0383

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

EFFECTIVE DATE  
3-31-04

## LIMITED LIABILITY COMPANY

### MGP Investment LLC

|                       |          |
|-----------------------|----------|
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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
MGP Investment LLC

### Article II. Address

The Company's street and mailing address is:  
MGP Investment LLC  
1835 Main Street  
Suite 101  
Weston FL 33326

EFFECTIVE DATE

3-31-04

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Joaquin Urquiola  
Goldstein Schechter Price Lucas Horwitz & Co., P.A.  
2121 Ponce De Leon Boulevard, Suite 1100  
Coral Gables FL 33134

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### Article IV. 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.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Management

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

MANUEL GUEVARA P.  
1835 Main Street Suite 101  
Weston FL 33326  
ALEJANDRO GUEVARA M.  
1835 Main Street Suite 101  
Weston FL 33326

Article VI. Company Existence

The Company's existence shall begin effective as of March 31, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on March 31, 2004.



CORPORATE CREATIONS INTERNATIONAL INC.  
Franco E. Cammarata Vice President and Counsel  
by D. Stout as attorney-in-fact

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 872-0686

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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

MGP Investment LLC

REGISTERED AGENT/OFFICE:

Joaquin Urquiola

Goldstein Schechter Price Lucas Horwitz & Co., P.A.

2121 Ponce De Leon Boulevard, Suite 1100

Coral Gables FL 33134

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



JOAQUIN URQUIOLA  
by D. Stoutt as attorney-in-fact

Date: March 31, 2004

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941 Fourth Street  
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