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

## LIMITED LIABILITY AMENDMENT

MG HOLDINGS, LLC

Certificate of Status	0
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## **AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

These Amended and Restated Articles of Organization were adopted June 8, 2004 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: MG Holdings, LLC  
Old Name:

### **Article II. Date of Articles of Organization**

The Company's original Articles of Organization were filed on May 26, 2004.

### **Article III. Address**

The Company's street and mailing address is:

MG Holdings, LLC  
1835 Main Street, Suite 101  
Weston FL 33326

### **Article IV. Registered Agent**

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

Joaquin R. Urquiola  
Goldstein Schechter Price Lucas Horwitz & Co., P.A.  
2121 Ponce De Leon Boulevard, Suite 1100  
Coral Gables FL 33134

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0886

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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 manager-managed company. The name of each manager is:

MILAGROS GHERSY

1835 Main Street, Suite 101 Weston FL 33326

IRENE AGUILERA

1835 Main Street, Suite 101 Weston FL 33326

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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.

MG Holdings, LLC

By: 

Name: Irene Aguilera

Title: Manager

Date: June 8, 2004

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

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

**MG Holdings, LLC**

**REGISTERED AGENT/OFFICE:**

**Joaquin R. Urquiola  
Goldstein Schechter Price Lucas Horwitz & Co., P.A.  
2121 Ponce De Leon Boulevard, Suite 1100  
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.



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

**Date: June 8, 2004**

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

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