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mgs development l.l.c.

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J. BRYAN JUN - 3 2004



ARTICLES OF ORGANIZATION OF MGS DEVELOPMENT L.L.C.

)117015

MANUAL AND SOLUTION OF THE PROPERTY OF THE PARTY The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is MGS DEVELOPMENT L.L.C. (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

520 Brickell Key Drive Suite O-305 Miami, FL 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Transglobal Corporate Administration, Inc. as the Company's initial registered agent at that address to accept service of process within this state.

This Instrument Prepared By: FREEMAN, HABER, ROIAS & STANHAM, LLP MARCO B. ROJAS Florida Bar No.: 940453 520 Brickell Key Drive, Suite O-305 Miami, Florida 33131 Telephone: (305) 374-3800



<u>MANAGEMENT</u>

ROUNDE AND. The Company shall be conducted, carried on, and managed by Managers. The Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Managers, who shall serve in such capacity until their successors are duly elected and qualified, shall be:

> Carlos A. Vargas Carlos Ortiz Juan Antonio Pardo Mauricio Garcia

ARTICLE V

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI

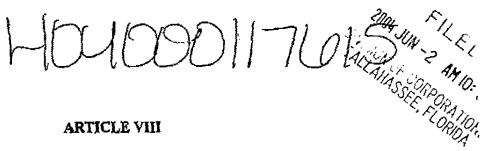
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII

ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.



OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and scal this 2nd day of June, 2004.

MARCO E. ROJAS

Duly Authorized Representative of a

Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for MGS DEVELOPMENT L.L.C., to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 28th day of May, 2004.

TRANSGLOBAL CORPORATE ADMINISTRATION, LLC

By: Marco E. Rojas, Director

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