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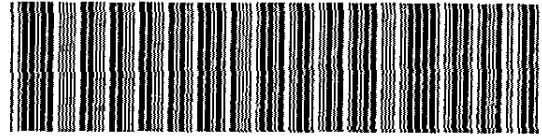
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TALLAHASSEE, FLORIDA

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ATKINSON, DINER, STONE, MANKUTA & PLOUCHA, P.A.

ATTORNEYS AT LAW
1946 TYLER STREET
HOLLYWOOD, FLORIDA 33020-4517
WWW.ATKINSON-DINER.COM

LAWRENCE M. PLOUCHA
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MIAMI-DADE: (305) 944-1882 ext.347
FAX: (954) 920-2711

**Certified Mail
Return Receipt Requested**

August 24, 2004

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

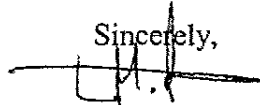
Re: MGB Financial Group, LLC

To Whom It May Concern:

Enclosed are the original Articles of Organization of MGB Financial Group, LLC, and a check for \$125.00 to cover the filing fee and registered agent designation fee. Please send to me confirmation of the filed Articles of Organization.

If you have any questions, please do not hesitate to call me.

Sincerely,



L.M. Ploucha

LMP/nlc
Enclosures

cc: Mrs. Mireya Bonet (w/encl.)

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ARTICLES OF ORGANIZATION

OF

MGB FINANCIAL GROUP, LLC

ARTICLE I

NAME OF COMPANY

The name of this limited liability company shall be: MGB FINANCIAL GROUP, LLC (the "Company").

ARTICLE II

ADDRESS

The Company's mailing and street address is:

9320 S.W. 146TH Street
Miami, Florida 33176

ARTICLE III

NATURE OF BUSINESS

The general purpose for which this Company is organized is to engage in any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Company's initial Registered Agent and Registered Office in the State of Florida shall be:

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TALLAHASSEE, FLORIDA

L.M. PLOUCHA
c/o Atkinson, Diner, Stone,
Mankuta & Ploucha, P.A.
1946 Tyler Street
Hollywood, Florida 33020

ARTICLE V

COMMENCEMENT DATE

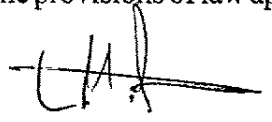
Existence of the Company will commence upon the filing of these Articles.

THE UNDERSIGNED, the authorized representative of the sole member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true this 24th day of August, 2004.


L.M. PLOUCHA

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The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.


L.M. PLOUCHA