

Division of Corporations

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LIMITED LIABILITY AMENDMENT

MGM ENTERPRISES OF NAPLES, LLC

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J. BRYAN AUG 23 2005

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
MGM ENTERPRISES OF NAPLES, LLC**

MGM Enterprises of Naples, LLC, formerly MGM, LLC, which filed its original Articles of Organization on October 25, 2004 (document number HO40002124013), adopts the following Amended and Restated Articles of Organization, duly executed and filed pursuant to Section 608.411 of the Florida Statutes:

FIRST: The name of the limited liability company is MGM Enterprises of Naples, LLC (the "Company").

SECOND: The mailing address and the street address of the principal office of the Company is:

2145 Malibu Lakes Circle, Unit 1816
Naples, FL 34119

THIRD: The name and street address of the Company's registered agent for service of process in Florida is:

A1A Registered Agent Inc.
92 Sadberry Rd.
Quincy, FL 32351

A1A Registered Agent Inc. accepts appointment as registered agent of the Company. A1A Registered Agent Inc. is familiar with, and accepts, the obligations of that position as provided for in Chapter 608 of the Florida Statutes.

By: *Haroldo Lipson*
Name: *Haroldo Lipson*
Title: *Secretary*

FOURTH: The Company is a manager managed company.

IN WITNESS WHEREOF, the undersigned has duly adopted and executed these Amended and Restated Articles of Organization as of August 22, 2005.

Mike Hamilton

Mike Hamilton
Member

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