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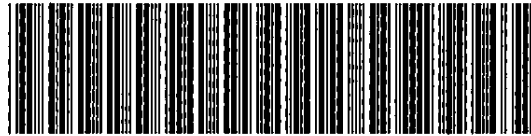
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2006 JUL -5 AM 10:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AGUSTIN DE GOYTISOLO, P.A.**

**ATTORNEY AT LAW & CIVIL LAW NOTARY**

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June 23, 2006

Division of Corporations  
**Personal & Confidential**  
Attention: Buck Kohr  
Post Office Box 6327  
Tallahassee FL 32314

Re: 2006 Annual Reports of  
MPH Group LLC,  
Arpha Group LLC, and  
Guetaria Investments Inc.

PO BOX 60260

Dear Buck:

As usual it was indeed a pleasure to talk to you today regarding the filing of the 2006 Annual Reports of subject Florida legal entities that I represent.

Enclosed are the 2006 Annual Reports of MPH Group LLC and Arpha Group LLC, duly executed by its member-manager Alejandro Muguerza, together with my check in the amount of \$100.00 covering the filing fees of both limited liability companies that I represent.

Notwithstanding what we talked today regarding the possible abatement of penalties for the late filing of Guetaria Investments Inc.'s 2006 Annual Report, since the accountant serving this corporation unannouncedly left the enterprise on or about the due date for filing its 2006 Annual Report, when I learnt of it the principal of this corporation informed me that such Annual Report had been lost with the departure of such trusted employee. Without having had the opportunity to talk thereon with you, as I did today, about the abatement of the such in this case of the \$400.00 penalty, on June 16<sup>th</sup> of this month, at the client's urging as he needed proof of such filing, I filed its Annual Report "on line" and authorized the charging of the filing fee and such large penalty to my Citibank Credit Card, as shown in the enclosed filed Annual Report.

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TALLAHASSEE, FLORIDA

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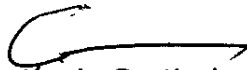
Division of Corporations  
Att. Buch Kohr  
June 23, 2006  
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SECRETARY OF STATE

I wonder whether you may investigate the matter in furtherance of such abatement, and either have the Department return to my P.A. the \$400.00 penalty or give me credit for filing fees of the 2007 Annual Reports of my clients.

Also enclosed are two (2) counterparts of the Amended & Restated Articles of Organization of the MPH Group LLC executed in my presence by Alejandro Muguerza, its member-manager & president for filing with your Department, together with my check in the amount \$55.00 covering the applicable fees and the remittal to me of a certified copy of such filing. Do not hesitate to call me, if in doubt.

Appreciating sincerely your many courtesies, I remain sincerely yours in Xto.



Agustin de Goytisolo

Enc. (9)  
cc. D. Alejandro Muguerza

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**AMENDED & RESTATED  
ARTICLES OF ORGANIZATION  
OF  
MPH GROUP LLC**

**FILED**  
2006 JUL -5 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WHEREAS, MPH GROUP LLC** (the "Company" hereinafter) was organized under Article of Organization filed with Florida's Department of State on March 3rd., A.D. 2005 and assigned then document number L05000021627 (the initial "Articles" of Organization);

**WHEREAS,** the present member/manager of the Company, Guetaria Investments Inc., Mengo LLC, Goytisol Holdings LLC, Gruban LLC and Dr. Thomas P. Dougherty M.D. desires to admit new member/managers and, accordingly, update its Articles of Organization of the Company;

**NOW THEREFORE,** the said member/manager of the Company desire to amend and restate the Articles of Organization, that hereinafter shall be amended and restated of record as expressed below:

**ARTICLE I**  
**Name**

The name of the limited liability company hereinafter shall continue to be **MPH GROUP LLC**, sometimes hereinafter referred as the "Company".

**ARTICLE II**  
**Address**

The present mailing address and street address of the principal office of the Company continues to be at 4620 SW 74<sup>th</sup> Avenue, Miami FL 33155.

**ARTICLE III**  
**Registered Office and Agent**

The current street address of the present registered office of this Company is now at 1550 Madruga Avenue, Ste. 403, Coral Gables FL 33146.3019, and the name of the registered agent of this Company at that address is now Agustín de Goytisol P.A.

**ARTICLE IV**  
**Duration and Effective Date**

The period of this Company's duration is perpetual and it has commenced following the filing of the original Article of Organization with Florida's Department of State, (its "Effective Date").

This instrument was prepared by:  
Agustin de Goytisol, Esq., 1550 Madruga Avenue, Ste. 403, Coral Gables FL 33146  
Tel: 305.668.9799, Fax: 305.668.9959 & e-mail: esdeley@bellsouth.net

**ARTICLE V**  
**Purpose**

The Company is authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which companies may be organized under Chapter 608, Florida Statutes, as amended and supplemented from time to time.

**ARTICLE VI**  
**Management of Company**

The business of the Company shall continue to be manager-managed. The managers shall hold the office and have the responsibility accorded to them by the members and set out in the Company's Operating Agreement. The name and address of the present member/managers, two (2) of which must act jointly, are:

Gueteria Investments Inc.  
c/o Alejandro Muguerza  
4620 SW 74<sup>th</sup> Avenue  
Miami FL 33155


Goytisololo Holdings LLC  
c/o Josie G. de Goytisololo  
600 Biltmore Way, Apt. 1205  
Coral Gables FL 33434.7534; and

Mengo LLC  
c/o Luis Díaz-Albertini  
711 Jeronimo Drive  
Coral Gables FL 33146

Gruban LLC  
C/o George C. Kakouris  
1325 Campo Sano Avenue  
Coral Gables FL 33146

**IN WITNESS WHEREOF**, the undersigned being the present member/manager, has hereunto set their hand and seal in Miami-Dade County, Florida, this 23rd ( ) day of the month of June, A.D. 2006.

Gueteria Investments Inc.

  
Alejandro Muguerza  
General Manager & President

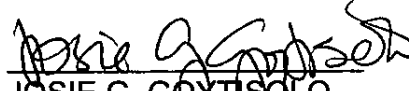
Agustín Gelats de Goytisololo

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 6008.415, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is **MPH GROUP LLC**  
SECOND: The address of the Corporation is 4 4620 SW 74<sup>th</sup>., Avenue,  
Miami FL 33155.

Corporate Officer Signature:  
Title of Officer:

  
JOSIE G. GOYTISOLO  
Assistant General Manager  
23<sup>rd</sup> day of June, A.D.2006

Date of Execution:

**ACCEPTANCE:**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, WHICH IS NOT AN ATTORNEY, ACCOUNTANT OR FAMILY RELATION WITH THE CORPORATION, HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES AS SUCH, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
AGUSTIN DE GOYTISOLO, ESQ.

Date of Execution: 23<sup>rd</sup> day of June, A.D.2006