

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000041040
FILED 8:00 AM
April 26, 2005
Sec. Of State
tcline

Article I

The name of the Limited Liability Company is:

MGS USA LLC

Article II

The street address of the principal office of the Limited Liability Company is:

11684 VENTURA BLVD.

#948

STUDIO CITY, CA. US 91604

The mailing address of the Limited Liability Company is:

11684 VENTURA BLVD.

#948

STUDIO CITY, CA. US 91604

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

ERIC GOLDMAN

6601 LYONS ROAD

SUITE C-10

COCONUT CREEK, FL. 33073

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: ERIC GOLDMAN

Article V

The name and address of managing members/managers are:

Title: MGRM
ERIC GOLDMAN
6601 LYONS ROAD, SUITE C-10
COCONUT CREEK, FL. 33073 US

Title: MGRM
JERRY ABEL
6601 LYONS ROAD, SUITE C-10
COCONUT CREEK, FL. 33073 US

Title: MGRM
DAVID SCHLOCKER
6601 LYONS ROAD, SUITE C-10
COCONUT CREEK, FL. 33073 US

Signature of member or an authorized representative of a member

Signature: ERIC GOLDMAN

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