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BIG STAR PRODUCTIONS, LLC

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted September 30, 2005, by all the members of this LLC, pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended, and are effective September 30, 2005.

Article I. Name

The current name of this Florida Limited Liability Company remains the same, and is:

Big Star Productions, LLC.

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on July 11, 2005, effective July 11, 2005, and assigned document number L05000088210.

Article III. Address

The Company's street and mailing address is:

Big Star Productions, LLC.
7700 S.W. 57th Avenue, Suite 100
Miami, FL 33143

Article IV. Registered Agent

The name and street address of this Florida Limited Liability Company's registered agent is:

H. Jeffrey Cutler, Esq.
De La Cruz & Cutler
Two Alhambra Plaza, PH 2-C
Coral Gables, FL 33134

This document was prepared by:
H. Jeffrey Cutler, Esq.
De La Cruz & Cutler
Two Alhambra Plaza, PH 2-C
Coral Gables, FL 33134
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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assigns shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar items to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a member-managed company. The name of each member and percentage of membership is:

<u>Name and addresses</u>	<u>Percentage of Membership</u>
Jorge Dalmau 7700 S.W. 57 th Avenue, Suite 100 Miami, FL 33143	80%
Gustavo Godoy 7700 S.W. 57 th Avenue, Suite 100 Miami, FL 33143	20%
Total:	100%

Article VII. Officers

This Florida Limited Liability Company appoints the following officers:

President - Jorge Dalmau
7700 S.W. 57th Avenue, Suite 100
Miami, FL 33143

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Article VIII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Big Star Productions, LLC

By: _____

Jorge Dalmau, member

By: _____

Gustavo Sedoy, member

Date: September 30, 2005

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Big Star Productions, LLC.

REGISTERED AGENT/OFFICE:

H. Jeffrey Cutler, Esq.
De La Cruz & Cutler
Two Alhambra Plaza, PH 2-C
Coral Gables, FL 33134
(305) 440-0100

I agree to act as registered agent to accept service of process for the company named above at the places designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


H. JEFFREY CUTLER, ESQ.

Date: 05-30-05

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