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M. HODGES

## To:

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Fax Number : (850)205-0383

## From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

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## LIMITED LIABILITY COMPANY

MCUBED Entertainment, LLC

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
MCUBED Entertainment, LLC

### Article II. Address

The Company's street and mailing address is:  
MCUBED Entertainment, LLC  
7700 SW 57th Avenue  
1st Floor  
Miami FL 33143

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Xavi Dalmau  
7700 SW 57th Avenue  
1st Floor  
Miami FL 33143

### Article IV. 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 assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

TITO GODOY  
7700 SW 57th Avenue 1st Floor Miami FL 33143  
XAVI DALMAU  
7700 SW 57th Avenue 1st Floor Miami FL 33143

Article VII. Company Existence

The Company's existence shall begin effective as of 8/2/2005.

The undersigned authorized representative of a member executed these Articles of Organization on 8/2/2005.



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CORPORATE CREATIONS INTERNATIONAL INC.  
Franco E. Cammarata Vice President and Counsel  
by D. Stoutt as attorney-in-fact

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

MCUBED Entertainment, LLC

REGISTERED AGENT/OFFICE:

Xavi Dalmau

7700 SW 57th Avenue

1st Floor

Miami FL 33143

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. 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.



XAVI DALMAU

by D. Stoutt as attorney-in-fact

Date: 8/2/2005.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0888

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