

L05000076019

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MCUBED ENTERTAINMENT, 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:

MCUBED ENTERTAINMENT, LLC.

**Article II. Date of Articles of Organization**

The Company's original Articles of Organization were filed on August 2, 2005, effective August 2, 2005, and assigned document number L05000076019.

**Article III. Address**

The Company's street and mailing address is:

MCUBED ENTERTAINMENT, LLC  
7700 SW 57<sup>th</sup> 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  
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  
(305) 446-0100

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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> |
|--|---------------------------------|
| Javier Dalmau<br>7700 SW 57 <sup>th</sup> Avenue, Suite 100<br>Miami, FL 33143 | 40%                             |
| Jorge Dalmau<br>7700 SW 57 <sup>th</sup> Avenue, Suite 100<br>Miami, FL 33143  | 40%                             |
| Gustavo Godoy<br>7700 SW 57 <sup>th</sup> Avenue, Suite 100<br>Miami, FL 33143 | 20%                             |
| Total:   | 100%                            |

**Article VII. Officers**

This Florida Limited Liability Company appoints the following officers:

President - Gustavo Godoy  
7700 SW 57<sup>th</sup> 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.

MCUBED ENTERTAINMENT, LLC.

By:   
Javier Dalmau, a member

By:   
Jorge Dalmau, a member

By:   
Gustavo Godoy, a member

Date: September 30, 2005

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**CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE**

**CORPORATION:**

MCUBED ENTERTAINMENT, LLC.

**REGISTERED AGENT/OFFICE:**

H. Jeffrey Cutler, Esq.  
De La Cruz & Cutler  
Two Alhambra Plaza, PH 2-C  
Coral Gables, FL 33134  
(305) 446-0100

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: 01-30-06

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