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AGUSTIN DE GOYTISOLO, P.A.

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CORAL GABLES, FLORIDA 33146-3019

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E-MAIL esdeley@bellsouth.net

February 2nd., A.D. 2006

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
2006 FEB -8 PM 3:17
TALLAHASSEE, FLORIDA

Re: **MPH INTERNATIONAL LLC**, filing of articles of organization.

Dear Sir/Madam:

At the request of Mr. Alejandro Muguerza, General Manager of MPH Group LLC, enclosed for filing please find duplicate (2) originals of the Articles of Organization of the above named limited liability company, appreciating that once such Articles are filed, you order that a certified copy thereof are returned to the undersigned at your earliest opportunity. Likewise, included is a postage prepaid envelope for the return of the certified copy above mentioned.

Also enclosed, besides a return envelope with due postage affixed thereto, is a check payable to the Department of State in the amount of \$155.00 to cover the following fees:

| | |
|------------------------------|-----------------|
| Filing Fee | \$100.00 |
| Certified copy | 30.00 |
| Registered agent designation | 25.00 |
| Total | <u>\$155.00</u> |

Awaiting to hear from you, if in doubt or if you need additional information, do not hesitate to call me, if in doubt.

Sincerely yours in Xto.


Agustin de Goytisolo, P.A.

Enc. (4)

cc. Mr. Alejandro Muguerza

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**ARTICLES OF ORGANIZATION
OF
MPH INTERNATIONAL LLC**

ARTICLE I
Name

The name of the limited liability company is **MPH INTERNATIONAL LLC**, sometimes hereinafter referred as the "Company".

ARTICLE II
Address

The mailing address and street address of the principal office of the Company is at 4620 SW 74th. Avenue, Miami FL 33155.

ARTICLE III
Initial Registered Office and Agent

The registered office of this Company is 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 Agustín de Goytisolo P.A.

ARTICLE IV
Duration and Effective Date

The period of this Company's duration is perpetual, to commence on the filing of these Articles with Florida's Department of State (its "Effective Date").

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.

This instrument prepared by:
Agustín de Goytisolo, Esq.
1550 Madruga Avenue, Coral Gables FL 33146.3019
Direct: Tel: 305.668.9799, Fax: 305.668.9959 & e-mail: esdeley@bellsouth.net

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ARTICLE VI
Management of Company

The business of the Company shall be manager-managed. The initial manager 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/manager is:

Guetaria Investments, Inc.
A Florida corporation
c/o Alejandro Muguerza
4004 San Amaro Drive
Coral Gables FL 33146.

IN WITNESS WHEREOF, the undersigned being the acting Secretary of the Company, as instructed by the present member/ manager, has hereunto set his hand and seal in Miami-Dade County, Florida, this second day (2nd) day of the month of February, A.D. 2006.



Agustín de Goytisoló, Esq.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA