

W6-000017214

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AGUSTIN DE GOYTISOLO, P.A.

1550 MADRUGA AVENUE, STE. 403
CORAL GABLES, FLORIDA 33146-3019

TELEFAX
305.668.9959

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600 BILTMORE WAY. APT. 1205
CORAL GABLES, FLORIDA 33134-7534

TELEPHONE 305.668.9799
E-MAIL esdeley@bellsouth.net

May 26, 2006

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

Re: **MPH INTERNATIONAL LLC**, filing Amended & Restated Articles of Organization of an existing Florida limited liability company, whose original Articles of Organization were filed with your office on February 7th, 2006 and assigned document number L06000017214.

Dear Sir/Madam:

Enclosed for filing please find duplicate originals of the Amended & Restated Articles of Organization of the above named limited liability company. This is to appreciate that once such Articles are filed, that you order returned to the undersigned, a certified copy thereof at your earliest opportunity.

Also enclosed is a check payable to the Department of State in the amount of \$55.00 to cover the following fees:

Filing Fee	\$25.00
Certified copy	<u>30.00</u>
Total	<u>\$55.00</u>

Likewise, we include an envelope with adequate First Class postage prepaid for the return of the certified copy above mentioned.

Do not hesitate to call me, if in doubt. Sincerely yours in Xto.


Agustin de Goytisolo, P.A.

Enc. (3)

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**AMENDED & RESTATED
ARTICLES OF ORGANIZATION
OF
MPH INTERNATIONAL LLC**

WHEREAS, MPH INTERNATIONAL LLC (the "Company" hereinafter) was organized under Article of Organization filed with Florida's Department of State on February 8th, A.D. 2006 and assigned then document number L03000017214 (the initial "Articles" of Organization);

WHEREAS, the sole member/manager presently of the Company Alejandro Muguerza, who desires to admit new member/managers and, accordingly, update its Articles of Organization of the Company;

NOW THEREFORE, the said member/manager of the Company desire to amend and restate the Articles of Organization, that hereinafter shall be amended and restated of record as expressed below:

ARTICLE I
Name

The name of the limited liability company hereinafter shall continue to be **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 continues to be at 4620 SW 74th Avenue, Miami FL 33155.

ARTICLE III
Initial Registered Office and Agent

The current street address of the present registered office of this Company is now at 1550 Madruga Avenue, Ste. 403, Coral Gables FL 33146.3019, and the name of the registered agent of this Company at that address continues to be Agustín de Goytisolo P.A.

ARTICLE IV
Duration and Effective Date

The period of this Company's duration is perpetual and it has commenced on February 19th, A.D. 2006, when the original Article of Organization were filed with Florida's

This instrument prepared by:
Agustín de Goytisolo, Esq.
1550 Madruga Avenue, Ste. 403, Coral Gables FL 33146
Tel: 305.668.9799, Fax: 305.668.9959 & e-mail: esdeley@bellsouth.net

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Department of State (its "Effective Date"); provided, however, that the Company assumes and makes its own any action done or contract entered on its behalf prior thereto.

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.

ARTICLE VI
Management of Company

The business of the Company shall continue to be manager-managed by three (3) member/managers. The managers 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/managers, who may act severally, are:


Gueteria Investments Inc.
c/o Alejandro Muguera
4620 SW 74th Avenue
Miami FL 33155

Goytisol Holdings LLC
c/o Josie G. de Goytisol
600 Biltmore Way, Apt. 1205
Coral Gables FL 33434.7534; and

Carolina Ryan Camperio 1998 Trust
c/o Carolina Ryan Camperio
Via Sabatelli, 1
20154, Milano, Italy

IN WITNESS WHEREOF, the undersigned being the present member/manager, has hereunto set their hand and seal in Miami-Dade County, Florida, this _____ (____) day of the month of May, A.D. 2006.

Gueteria Investments Inc.


Alejandro Muguera
Present Member/Manager

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