

2006 MAR -6 A 11: 21 Florida Department of State
SECRETARY OF STATE Division of Corporations TALLAHASSEE, FLORIDA Public Access System

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To:

Division of Corporations

Fax Number : (850) 205-0383

Erom:

Account Name : EMFIRE CORPORATE KIT COMPANY

Account Number: 072450003255

: (305)634-3694 Phone Fax Number : (305)633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO.

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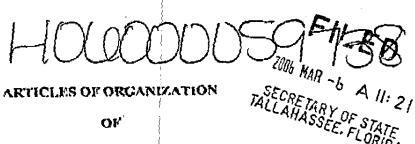
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JMG INVESTMENT MANAGEMENT GROUP, LLC,

* Florida limited liability company

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

ARTICLE I: NAME

The name of the Limited Liability Company is IMG INVESTMENT MANAGEMENT GROUP, LLC, a Florida limited liability company (the "Limited Liability Company").

ARTICLE II: DURATION

The existence of the Limited Liability Company shall be perpetual, unless terminated by the manimum written agreement of all members, or by the death, retirement, resignation, expulsion, hankruptcy or dissolution of a member, or upon the occurrence of any event which terminates the continued membership of a member, unless the existence and business of the company is continued by the consent and agreement of the remaining members owning a majority of the membership interests, or by amendment of these Articles of Organization thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE III: PURPOSE

The purpose for which the Limited Liability Company is organized is to engage in any and all husinesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE IV: ADDRESS OF PLACE OF BUSINESS

The initial principal place of business and mailing address in Florida for the Limited Liability Company shall be 6405 NW 36 Street, Saite 265, Virginia Gardens, Florida 33166.

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MAR-6 A 11:21

ARTICLE V: REGISTERED AGENT

The name of the initial registered agent in Florida for the Limited Likelik Company is Peter M. Lopez and the address of the initial registered agent is 1200 Brickell Avenue, Suite Bill Miami, Florida 33131.

ARTICLE VI: CAPITAL CONTRIBUTIONS

The total uncount of each contributed to the Limited Liability Company is One Thousand (\$1,000.00) Dollars in each and no other property is being contributed to the Limited Liability Company.

ARTICLE VII: ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events or happenings of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filling of these Articles of Organization. Additional contributions, if any, will be made upon agreement of the members owning a majority of the membership interests of the Limited Liability Company.

ARTICLE VIII: MEMBERS

The name and address of the members of the Limited Liability Company are
(i) Jose Barroso (ii) Michael Garcia and (iii) George R. Gil, whose addresses are 6405 NW 36
Street, Suite 205, Virginia Gardens, Florida 33166.

ARTICLE IX: ADDITIONAL MEMBERS

Members may admit additional members upon agreement of the members owning a majority of the membership interests in the Limited Liability Company.

ARTICLE X: CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall be dissolved unless the consent to continue of all the remaining members of the Limited Liability Company is obtained or these Articles of Organization are amended thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE XI: REGULATIONS

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2006 MAR -6 A 11:21

The member(s) shall have the power to adopt, after, amend or repeal regulations a Limited Liability Company containing provisions for the regulation and management of the affairs her him the husiness of the Limited Liability Company,

<u>ARTICLE XII: MANAGEMENT</u>

The management of the Limited Liability Company is reserved to members, or officers of the members, who shall be referred to as managing members. The name and address of the managing members who shall serve as managing members until the first annual meeting of member(s) or until his successor is elected and qualified is as follows:

- (i) Jose Barroso, Manager 6405 NW 36 Street, Suite 205 Virginia Gardens, Florida 33166
- (ii) Michael Garcia, Manager 6405 NW 36 Street, Suite 205 Virginia Gardens, Florida 33166
- (iii) George R. Gil, Manager 6405 NW 36 Street, Suite 205 Virginia Gardens, Florida 33166

These Articles of Organization have been executed on the date set forth under the name of the subscribing member.

STATE OF FLORIDA COUNTY OF MIAMI-DADE

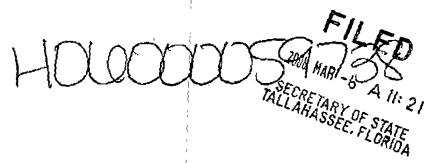
On this _____ tlay of March, 2006, before me personally appeared Peter M. Lonez, to me known to be the person who executed the foregoing.

IN WITNESS WHEREOF, I have hereunto seeing hand and seal in the County and State aforesaid.

> Notary Public, State of Florida My Commission Expires:

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of JMG INVESTMENT MANAGEMENT GROUP, LLC, a Florida limited liability company the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 6 day of March, 2006.

Peter M. Lanez, P.A.

Peter M. Langu

Registered Agent

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