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Florida Department of State  
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From: Account Name : HUNTON & WILLIAMS  
Account Number : I20000000236  
Phone : (305)810-2542  
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MGM International Limited, LLC

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April 20, 2006

HUNTON & WILLIAMS

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SUBJECT: MGM INTERNATIONAL LIMITED, LLC  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of a Limited Liability Company must end with the words "Limited Company" or Limited Liability Company or with one of the following abbreviations Ltd. Co., LC, "L.C.," LLC, or L.L.C.

PLEASE NOTE that you are not allowed to use the compound suffix "Limited, LLC."

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**ARTICLES OF ORGANIZATION  
OF  
MGM INTERNATIONAL LIMITED COMPANY**

Pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for MGM INTERNATIONAL LIMITED COMPANY (the "Company"):

**ARTICLE I  
NAME**

The name of the limited liability company is MGM INTERNATIONAL LIMITED COMPANY (the "Company").

**ARTICLE II  
MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal place of business of the Company is 501 Brickell Key Blvd., Suite 202, Miami, FL 33131.

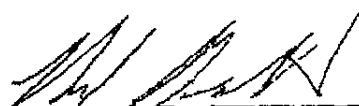
**ARTICLE III  
INITIAL REGISTERED AGENT**

The name and address of the initial registered agent for the Company in Florida is Uriel Mendiera c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

**ARTICLE IV  
MANAGEMENT**

The Company is to be member managed.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 20<sup>th</sup> day of April, 2006.

  
\_\_\_\_\_  
Uriel Mendiera, Authorized Representative

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That MGM INTERNATIONAL LIMITED COMPANY, desiring to organize under the laws of the State of Florida, has named Uriel Mendieta, located at 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 20th day of April, 2006.

  
Registered Agent' Signature

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