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Florida Department of State
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To:

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Fax Number : (850)205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

mags usa, l.l.c.

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ARTICLES OF ORGANIZATION

5

OF

MAGS USA, L.L.C.

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The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company (L.L.C.) Under the laws of the State of Florida.

ARTICLE I

NAME OF COMPANY

The name of this company shall be:

MAGS USA, L.L.C.

ARTICLE II

DURATION / CONTINUATION AND COMMENCEMENT OF EXISTENCE

This Limited Liability Company shall exist for (30) years from date of filing hereof unless sooner terminated as provided herein. Existence shall commence upon the date of subscription and acknowledgment thereof.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of this Limited Liability Company's principal office is:

1330 West Ave, Suite 1202
Miami Beach, Florida 33139

HULLWOOD 117143

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ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Limited Liability Company is Maurizio Pasi. The street address of the initial registered office of this Limited Liability Company in the State of Florida is 1330 West Avenue, Suite 1202, Miami Beach, Florida 33139.

ARTICLE VI

CAPITAL

The initial capital of the Limited Liability Company is \$10,000, which shall be paid entirely in cash. There is no requirement or agreement for additional capital contributions.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing Members.

ARTICLE VIII

DISSOLUTION; WINDING UP; LIQUIDATION

- A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:
1. Termination of the term specified herein.
 2. Withdrawal, retirement, death or expulsion of any Member.
 3. Dissolution or bankruptcy of any Member who is entity.
 4. Agreement of the Members.
 5. Upon one (1) year prior written notice of demand for dissolution given by a Member.
- B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company if there is the consent of all of the remaining Members.

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ARTICLE IX
MANAGEMENT

The Limited Liability Company shall be managed by its members whose respective names and addresses are listed below:

Maurizio Pasi	1330 West Avenue, Suite 1202, Miami Beach, FL 33139
Gigi Knowle	4220 Pinetree Drive, Miami Beach, Florida 33140

ARTICLE X
RESTRICTION OF TRANSFER

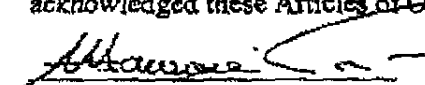
No Member may transfer or assign his interest in the Limited Liability Company except upon unanimous consent of the existing members.

ARTICLE XI
AMENDMENT OF REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of this Limited Liability Company shall be vested in the Members of the Company.

ARTICLE XII
MEMBERS

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Organization this 27th day of April, 2006.


Maurizio Pasi
President
1330 West Avenue, Suite 1202
Miami Beach, Florida 33139

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In compliance with Section 48,091, Florida Statutes, the Following is submitted:

First, that MAGS USA, L.L.C. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Organization at the city of Miami, State of Florida, has named Maurizio Pasi, 1330 West Avenue, Suite 1202, Miami Beach, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE:

Maurizio Pasi
Maurizio Pasi
(Subscriber- Member)

DATE:

4/27/06

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ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated company, 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.

SIGNATURE:

Maurizio Pasi
Maurizio Pasi, Resident Agent

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