

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L08000039243
FILED 8:00 AM
April 18, 2008
Sec. Of State
ncausseaux

Article I

The name of the Limited Liability Company is:

SMG MALBEC HOLDINGS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

C/O DONALD R. TESCHER
2101 CORPORATE BLVD. SUITE 107
BOCA RATON, FL. US 33431

The mailing address of the Limited Liability Company is:

C/O DONALD R. TESCHER
2101 CORPORATE BLVD. SUITE 107
BOCA RATON, FL. US 33431

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

DONALD R TESCHER
2101 CORPORATE BLVD.
SUITE 107
BOCA RATON, FL. 33431

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: DONALD R. TESCHER

Article V

The name and address of managing members/managers are:

Title: MGR
DONALD R TESCHER
2101 CORPORATE BLVD. SUITE 107
BOCA RATON, FL. 33431 US

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Signature of member or an authorized representative of a member

Signature: DONALD R. TESCHER