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DIVISION OF CORPORATIONS
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T. HAMPTON

DEC 23 2008

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Miagroup, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ignacio G. del Valle, Esq.

(Name of Person)

Weiss Serota Helfman Pastoriza Cole & Boniske, P.L.

(Firm/Company)

2525 Ponce de Leon Boulevard, Suite 700

(Address)

Coral Gables, Florida 33134

(City/State and Zip Code)

For further information concerning this matter, please call:

Ignacio G. del Valle, Esq. at (305) 854-0800, Ext. 253
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|----------------------------------------------|-------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|----------------------------------------------|-------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

WEISS SEROTA HELFMAN
PASTORIZA COLE & BONISKE, P.L.

ATTORNEYS AT LAW

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RAQUEL ELEJABARRIETA
CHAD S. FRIEDMAN

A PROFESSIONAL LIMITED LIABILITY COMPANY
INCLUDING PROFESSIONAL ASSOCIATIONS

MIAMI-DADE OFFICE
2525 PONCE DE LEON BOULEVARD
SUITE 700
CORAL GABLES, FLORIDA 33134

TELEPHONE 305-854-0800
FACSIMILE 305-854-2323
WWW.WSH-LAW.COM

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*OF COUNSEL

December 19, 2003

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JAMES E. WHITE

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

VIA FEDERAL EXPRESS

Ladies/Gentlemen:

Enclosed please find the following executed original Articles of Organization to be filed with the State of Florida **in the order shown below**.


1. Articles of Organization for **Miagroup, LLC** (*please file first*); and
2. Articles of Organization for **Miapolis, LLC**.

Also, enclosed please find two (2) checks each in the amount of \$160.00 to cover the following fees for the above referenced LLC's:

- | | | |
|----|------------------------------------------------------------------------------|------------------------|
| 1. | Filing fee for Articles of Organization &
Designation of Registered Agent | \$125.00 |
| 2. | Certified Copy | \$ 30.00 |
| 3. | Certificate of Status | \$ 5.00 |
| | TOTAL: | <u>\$160.00</u> |

Thank you for your attention to this matter.

Sincerely,


Liddia Dunkleberger,
Legal Assistant

/ed
1707.001/Ltrs.08
Enclosures as noted.

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Miagroup, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

1717 N. Bayshore Drive

Suite 1849

Miami, Florida 33132

Mailing Address:

1717 N. Bayshore Drive

Suite 1849

Miami, Florida 33132

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Stephen J. Helfman, Esq.

Name

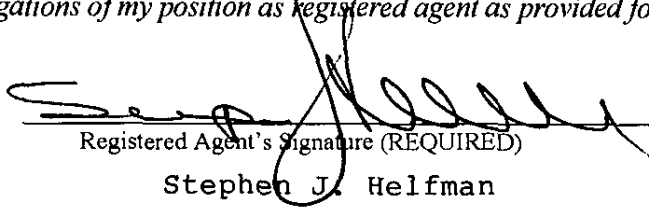
2525 Ponce de Leon Boulevard, Suite 700

Florida street address (P.O. Box **NOT** acceptable)

Coral Gables, FL 33134

City, State, and Zip

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 as provided for in Chapter 608, F.S.


Registered Agent's Signature (REQUIRED)

Stephen J. Helfman

(CONTINUED)

Page 1 of 2

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

GEKE INVESTMENT, S.A., a Panama corporation

1717 N. Bayshore Drive, Suite 1849

Miami, Florida 33132

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE: GEKE INVESTMENT, S.A., as Manager
of Miagroup, LLC

By: _____

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Guillermo Socarras, as Attorney-in-fact

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)