

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

L09000044703  
FILED 8:00 AM  
May 07, 2009  
Sec. Of State  
clewis

**Article I**

The name of the Limited Liability Company is:  
UPGRADE ENTERTAINMENT, LLC

**Article II**

The street address of the principal office of the Limited Liability Company is:  
2330 PONCE DE LEON BLVD  
SUITE 201  
CORAL GABLES, FL. US 33134

The mailing address of the Limited Liability Company is:  
2330 PONCE DE LEON BLVD  
SUITE 201  
CORAL GABLES, FL. US 33134

**Article III**

The purpose for which this Limited Liability Company is organized is:  
ANY AND ALL LAWFUL BUSINESS□□□□TO PROVIDE ENTERTAINMENT  
CONSULTATIONS

**Article IV**

The name and Florida street address of the registered agent is:  
ACG REGISTERED AGENTS, LLC  
2330 PONCE DE LEON BLVD  
SUITE 201  
CORAL GABLES, FL. 33134

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: BENJAMIN R. ALVAREZ

### **Article V**

The name and address of managing members/managers are:

Title: MGR  
ZACHARY L THORNE  
2330 PONCE DE LEON BLVD  
CORAL GABLES, FL. 33134 US

Title: MGRM  
ANA PERLA ANTONIETA DE CAMPOS  
AMATENANGO #30  
COL. LOMAS HIDALGO, DF. 14240 MX

### **Article VI**

The effective date for this Limited Liability Company shall be:

05/07/2009

Signature of member or an authorized representative of a member

Signature: BENJAMIN R. ALVAREZ

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