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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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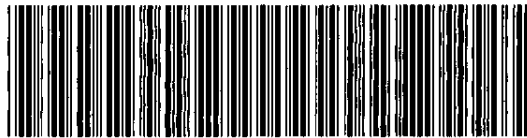
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

APR 6 2009

EXAMINER

**SHUTTS
&
BOWEN
LLP**

STACEY L. TABRAUE
Member Florida Bar
(305) 415-9417 Direct Telephone
(305) 415-9817 Direct Facsimile

E-MAIL ADDRESS:
STabraue@shutts.com

April 2, 2009

VIA FEDERAL EXPRESS

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

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TALLAHASSEE, FLORIDA

**Re: Application by Foreign Limited Liability Company for Authorization to
Transact Business in Florida of RGB Entertainment, LLC
Client-Matter No. 29218-0001**

Dear Sir or Madam:

Enclosed for filing is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (the "Application") for RGB Entertainment, LLC, a Delaware limited liability company.

Also enclosed is a check made payable to the Florida Department of State in the amount of \$160.00 to cover cost of filing the Application, as well as the cost of obtaining a certified copy and certificate of status.

If you have any questions, or require further information, then please call me.

Sincerely,

Stacey L. Tabraue
Stacey L. Tabraue

Enclosures

cc: Ricardo J. Souto (w/enc.)

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
OF
RGB ENTERTAINMENT LLC**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:*

I. NAME

The name of the foreign limited liability company is RGB ENTERTAINMENT LLC.

II. JURISDICTION

The jurisdiction under the law of which the foreign limited liability company is organized is Delaware.

III. DATE OF ORGANIZATION

The date of organization of the foreign limited liability company is March 6, 2009.

IV. DURATION

The duration of the foreign limited liability company is perpetual.

V. TRANSACTION OF BUSINESS IN FLORIDA

The foreign limited liability company has yet to transact business in Florida.

VI. STREET ADDRESS

The street address of principal office of the foreign limited liability company is as follows:

108 West 13th Street
Wilmington, Delaware 19801

VII. MANAGEMENT

The foreign limited liability company is a manager-managed company.

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VIII. NAMES AND ADDRESSES OF MANAGERS

The name and usual business address of the manager is as follows:

~~Salvador Ruggeri~~
782 NW LeJeune Road, Suite 650
Miami, Florida 33126

Salvador Ruggeri
5805 Blue Lagoon Drive
Suite 220
Miami, Florida 33126

IX. CERTIFICATE OF EXISTENCE

Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized.

X. NATURE OF BUSINESS

The nature of business or purposes to be conducted or promoted in Florida is investment holdings and management.

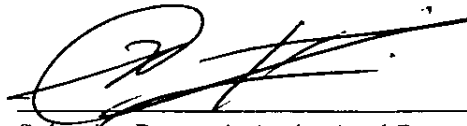
XI. REGISTERED AGENT AND OFFICE

The name and address of the registered agent of the limited liability company in the State of Florida are:

Corporation Company of Miami
201 S. Biscayne Blvd. (RIS)
1500 Miami Center
Miami, Florida 33131

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IN WITNESS WHEREOF, the undersigned has executed this Application By Foreign Limited Liability Company For Authorization To Transact Business In Florida on this 20th day of March, 2009.



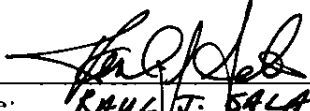
Salvador Ruggeri, Authorized Representative

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company at the address designated in the articles of organization pursuant to the provisions of Section 608.415 or Section 608.507, Florida Statutes, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Date: March 24, 2009

Corporation Company of Miami

By: 
Name: RAUL J. SALAS
Its: PRESIDENT

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Delaware

PAGE 1

The First State

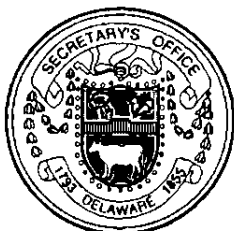
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RGB ENTERTAINMENT LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

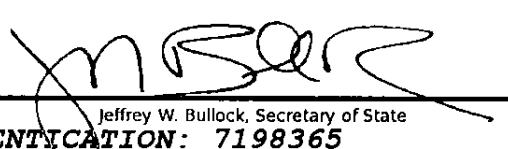
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You may verify this certificate online
at corp.delaware.gov/authver.shtml


AUTHENTICATION: 7198365

DATE: 03-19-09