

05-02-06

From-HUNTON WILLIAMS

(305)810-2460

948

P 001/005

F 702

M06000002503

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000123552 3))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)205-0383

From:

Account Name : HUNTON & WILLIAMS  
Account Number : I20000000236  
Phone : (305)810-2542  
Fax Number : (305)810-2460

Vertical stamp: RECEIVED  
MAY 03 10:45 AM '06

FLORIDA/FOREIGN LIMITED LIABILITY CO.

MGM INTERNATIONAL, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

RECEIVED  
MAY -3 AM 8:11  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

M06-2503  
Handwritten signature

5/2/2006

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

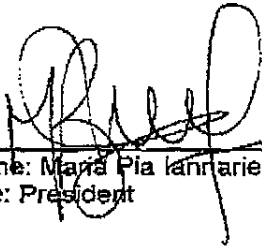
In compliance with Section 608.503, Florida Statutes, the following is submitted to register a foreign limited liability company to transact business in the State of Florida:

1. The name of the limited liability company: **MGM INTERNATIONAL LLC**
2. The state of organization: **Delaware**
3. Date of organization: **February 24, 2003**
4. The EIN: **20-1029505**
5. Date first transacted business in Florida: **Upon qualification**
6. Principal office address: **501 Brickell Key Blvd., Suite 202  
Miami, Florida 33131**
7. Purpose: **To transact all lawful activities and businesses**
8. Name and address of Florida Registered Agent: **Uriel Mendieta  
c/o Hunton & Williams LLP  
1111 Brickell Avenue  
Suite 2500  
Miami, Florida 33131**
9. Management: **The limited liability company is to be managed by its members**
10. Names and business addresses of managers and/or members:  
**Maria Pia Iannariello - President, Secretary and Treasurer  
501 Brickell Key Blvd., Suite 202  
Miami, Florida 33131**

H060001235523

- 11. 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.

Dated as of May 1, 2006

By:   
Name: Maria Pia Iannariello  
Title: President

RECEIVED  
MAY 1 2006  
11:15 AM



# Delaware

PAGE 1

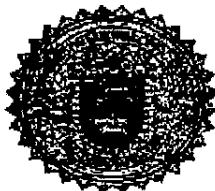
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MGM INTERNATIONAL 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 THIRTEENTH DAY OF APRIL, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MGM INTERNATIONAL LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2003.

SECRETARY OF STATE  
DELAWARE



3628563 8300

060346601

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4665767

DATE: 04-13-06

H060001235772