

MII 0000002502

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

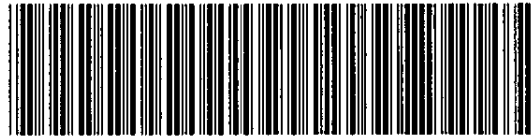
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/29/11--01008--001 **155.00

N. Culligan MAY 17 2011



May 19, 2011

ATTN: Neyza Culligan

Registration Section, Division of Corporations

FAX NO: 850.245.6030

SUBJECT: MGM HOLDINGS (US) LLC - Doc Number L11000004505

Dear Ms. Culligan,

I, Maria Pia Iannariello, hereby confirm that I will be proceeding to voluntarily dissolve MGM Holdings (US) LLC which I formed on 1/11/2011 in Florida.

I will be voluntarily dissolving this Florida entity because I was advised to replace it with a Delaware entity with the name MGM Holdings US LLC and subsequently file for its foreign entity qualification in Florida. The filing for foreign entity qualification in Florida for MGM Holdings US LLC was submitted in early May 2011 to your office and is in process with Document Number M11000002502.

For further questions regarding this matter, please email me or call me at +1.202.285.2466 or the number listed below.

Kindest regards

A handwritten signature in black ink, appearing to read 'Maria Pia Iannariello', written over a horizontal line.

Maria Pia Iannariello

mariapi@mgmholdings.us

MGM Holdings US LLC
501 Brickell Key Dr. Suite 509, Miami FL 33131
Mobile: +1.786.975.2188 x 105
Fax: +1.305.675.0968



April 27 2011

Registration Section, Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

SUBJECT: MGM HOLDINGS US LLC

Dear Sir, Madame,

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," "Certificate of Existence", and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Maria Pia Iannariello/Fonte Ruggieri

MGM International LLC

501 Brickell Key Dr. Suite 509, Miami FL 33131

Email: mariapiai@mgmholdings.us

For further information concerning this matter, do not hesitate to email me or call me at +1.202.285.2466 or the number listed below.

Kind regards

A handwritten signature in black ink, appearing to read "Maria Pia Iannariello", is written over the typed name.

Maria Pia Iannariello

MGM Holdings US LLC
7234 Fisher Island Dr, Miami Beach, FL 33109
Mobile: +1.786.975.2188 x 105
Fax: +1.305.675.0968



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 2, 2011

MARIA PIA IANNARIELLO
501 BRICKELL KEY DRIVE, SUITE 509
MIAMI, FL 33131

SUBJECT: MGM HOLDINGS US LLC
Ref. Number: W11000024281

We have received your document for MGM HOLDINGS US LLC and your check(s) totaling \$155.00. However, the document has not been filed and is being retained in this office for the following:

Did not send the Certificate of Registered Agent form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 811A00010564

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. MGM HOLDINGS US LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

N/A

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. DELAWARE 3. 61-1638433
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. JANUARY 17 2011 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. Has not transacted business in florida yet.
~~7234 FISHER ISLAND DR~~ ^{MP} 7234 FISHER ISLAND DR, MIAMI BEACH FL 33109
(Street Address of Principal Office)

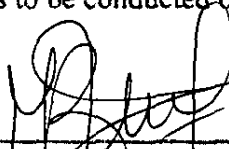
8. If limited liability company is a manager-managed company, check here [Member Managed]

9. The name and usual business addresses of the managing members or managers are as follows:

7234 FISHER ISLAND DR, MIAMI BEACH FL 33109
Managers - Maria Pia Iannaiello
Manager - Marco G. Monroy

10. 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. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Energy / Environmental Investments and Internet applications development


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)
Maria Pia Iannaiello
Typed or printed name of signee

1. 2.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MGM HOLDINGS US LLC

If unavailable, the alternate to be used in the state of Florida is:

MGM HOLDINGS LLC

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

Maria Pia Iannariello

(Name)

801 BRICKELL KEY BLVD APT. 2312

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Miami

FL 33131

City/State/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, Florida Statutes.


(Signature)

| | |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application |
| \$ 25.00 | Designation of Registered Agent |
| \$ 30.00 | Certified Copy (optional) |
| \$ 5.00 | Certificate of Status (optional) |

Delaware

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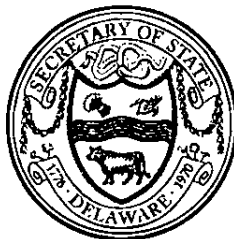
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MGM HOLDINGS US 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 TWENTY-FIFTH DAY OF APRIL, A.D. 2011.

4927950 8300

110443207

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8713652

DATE: 04-25-11