



JAN 29 2008

FILE NO. L-1259854-8

**FIRST AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
3 MAGI, L.L.C.**

Pursuant to A.R.S. §29-632, the undersigned states as follows:

1. The present name and all of its former names, if any, of the limited liability company is 3 MAGI, L.L.C.
2. The date of filing the initial Articles of Organization of the limited liability company is February 1, 2006.
3. The address of the registered office in Arizona is 12 Kipper Street, #4, Rio Rico, Arizona 85648.
4. The statutory agent's name and address are: Miguel A. Suarez, 3151 N. Calle Coronado, Nogales, Arizona 85621.
5. The latest date on which the limited liability company is to dissolve is December 31, 2056.
6. Management of the limited liability company is reserved to the members.
7. The name and address of each person who is a member of the limited liability company are:

Miguel A. Suarez and Marina Suarez,
as Trustees of the Suarez Family Trust
Agreement dated as of January 28, 2008
3151 N. Calle Coronado
Nogales, Arizona 85621

Alberto Vanegas Burke
Quiroz y Mora #100
H. Caborca, Sonora, Mexico

Carlos Terminel Favela
Obregon Oeste #255 Altos
H. Caborca, Sonora, Mexico

Rodrigo Acuna Arredondo
Calle 9 #149-3 Oeste
H. Caborca, Sonora, Mexico

Alfonso Ruysanchez Almada
Blvd. Benito Juarez #243 Oeste
H. Caborca, Sonora, Mexico

German F. Ruysanchez Almada
Blvd. Benito Juarez #243 Oeste
H. Caborca, Sonora, Mexico

Dated: JANUARY 28th, 2008. Signed: Miguel A. Suarez
Miguel A. Suarez