



**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: MILLER LAKE INVESTMENTS, LLC, a Florida limited liability company  
(Name of Limited Liability Company)**

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

EQRAMUL I. CHOWDHURY, J.D.  
(Name of Person)

JULIO C. MARRERO & ASSOCIATES, P.A.  
(Firm/Company)

2903 SALZEDO STREET, PENTHOUSE ONE  
(Address)

CORAL GABLES, FL 33134  
(City/State and Zip Code)

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For further information concerning this matter, please call:

EQRAMUL I. CHOWDHURY at ( 305 ) 281-7671  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION OF  
MILLER LAKE INVESTMENTS, LLC.**

**ARTICLE ONE: NAME.** The name of the limited liability company is Miller Lake Investments, LLC ("Company").

**ARTICLE TWO: ADDRESS.**

The street address of the principal office of the Limited Liability Company is:

**6340 SUNSET DRIVE, Miami, Florida 33143**

The Mailing address of the Limited Liability Company is:

**6340 SUNSET DRIVE, Miami, Florida 33143**

**ARTICLE THREE: REGISTERED AGENT.** The Company's registered office in the State of Florida is Eqramul I. Chowdhury, Julio C. Marrero & Associates, P.A., 2903 Salzedo Street, Coral Gables, 33134.

**ARTICLE FOUR: PURPOSE.** The Purpose of the Company is hereby amended as follows: Pursuant to Florida Statute 608.403 the purpose of the Company is for any lawful purpose, including but not limited to acquire, hold, operate, manage, develop, finance, refinance, improve, construct, pursue zoning or rezoning, exercise rights, remedies and claims with respect to, dispose of and otherwise deal with the Real Estate Property owned by the Company and such activities as are necessary, incidental or appropriate in connection therewith.

**ARTICLE FIVE. SEPARATENESS COVENANTS.** Notwithstanding any provision hereof to the contrary, the Company shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted, separate and apart from that of any of its members or affiliates, and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain records and books of account separate from those of any member or affiliate.
3. It shall observe all Company formalities.
4. It shall not commingle assets with those of any member or affiliate.
5. It shall conduct its own business in its own name.
6. It shall maintain financial statements separate from any member or affiliate.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds

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of any member or affiliate.

8. It shall maintain an arm's length relationship with any member or affiliate.

9. It shall not guarantee or become obligated for the debts of any other entity, including any member or affiliate, or hold out its credit as being available to satisfy the obligations of others.

10. It shall use stationery, invoice and checks separate from any member or affiliate.

11. It shall not pledge its assets for the benefit of any other entity, including any member or affiliate.

12. It shall hold itself out as an entity separate from any member or affiliate.

For purpose of this Article Five, the following terms shall have the following meanings:

*"affiliate"* means any person controlling or controlled by or under common control with the Company including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any partner or employee of the Company, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this Company, or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

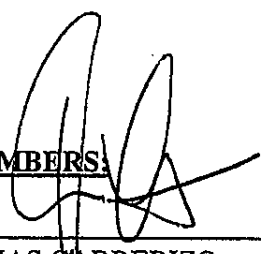
*"person"* means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

**ARTICLE SIX. VOTING.** Notwithstanding any provision hereof to the contrary, the following shall govern: when acting on matter subject to the vote of the members, notwithstanding that the Company is then insolvent, the members shall take into account the interest of the Company's creditors, as well as those of the members.

**ARTICLE SEVEN. MANAGER.** The name and address of the manager is:

Title: Manager  
Mr. Tomas Cabrerizo  
6340 SUNSET DRIVE,  
Miami, Florida 33143

**MEMBERS:**

By:   
TOMAS CABRERIZO

By:   
VIVIAN CABRERIZO

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Having been named as registered agent and to accept service and process for the above stated limited liability company at the place designate 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 provision of all statures relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of mu position as registered agent as provided for in Chapter 608. FS.

By: 

EQRAMUL I. CHOWDHURY

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