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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

NAHTEF FUND GP - 2005, LLC

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MESSAGE NAHTEF Fund GP-2005, LLC Articles of Amendment

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
NAHTEF FUND GP - 2005, LLC**

Pursuant to Chapter 608 of the Florida Statutes, NAHTEF FUND GP - 2005, LLC hereby amends and restates its Articles of Organization as filed on September 21, 2005 under document number L05000093224 and adopts the following Amended and Restated Articles of Organization (the "Amendment"):

I. NAME

The name of the limited liability company is NAHTEF FUND GP - 2005, LLC (the "Company").

II. PURPOSES AND POWERS

The Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

III. ADDRESS

The mailing address and street address of the principal office of the Company in Florida is 2665 S. Bayshore Drive, Suite 601, Coconut Grove, Florida 33133.

IV. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Richard J. Razook, Esq., Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

V. OFFICERS AND MANAGERS

The following persons are hereby appointed to the serve in the offices set opposite their name and address:

<u>Title:</u>	<u>Name and Address:</u>
President and Manager	Richard J. Razook 2665 S. Bayshore Drive, Suite 601 Coconut Grove, FL 33133
Vice President and Manager	Hannjörg Hereth 2665 S. Bayshore Drive, Suite 601 Coconut Grove, FL 33133

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Vice President and Manager

Remo Stoffel
2665 S. Bayshore Drive, Suite 601
Coconut Grove, FL 33133

Secretary and Treasurer

Catherine H. Lorie
2665 S. Bayshore Drive, Suite 601
Coconut Grove, FL 33133

VI. ADMISSION OF ADDITIONAL MEMBERS

Members shall be admitted to the Company in accordance with the operating agreement of the Company. A member may transfer his, her or its interest in the Company only as set forth in the operating agreement of the Company.

VII. MANAGEMENT

The Company shall be managed by the managers in accordance with the operating agreement of the Company adopted by the members for the management of the business and affairs of the Company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Organization in Miami-Dade County, Florida, for the foregoing uses and purposes this 13th day of December, 2005.

NAHTEF FUND GP - 2005, LLC

By: 

Richard J. Raznok, President and Manager

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That **NAHTEF FUND GP - 2005, LLC**, organized under the laws of the State of Florida, has named Richard J. Razook, Esq. at Hunton & Williams LLP, whose offices are located at 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 13th day of December 2005

By: 

Richard J. Razook, Esq.

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