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Capital Connection, Inc.

NO 5662 P. 1

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MBCDC: THE ALLEN LLC

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Capital Connection, Inc.

EXAMINER

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

MBCDC: The Allen LLC

Document No: L07000086019

The original Articles of Organization for MBCDC: The Allen LLC were filed with the Florida Department of State, Division of Corporations on April 4, 2007. These Amended and Restated Articles of Organization have been duly adopted by the sole Member and are being filed in accordance with Chapter 608.441, Florida Statutes.

ARTICLE I - Company Name: The name of the Company is: MBCDC: The Allen LLC

ARTICLE II - Mailing Address: The mailing address of this Company is:

c/o Miami Beach CDC
945 Pennsylvania Ave.
Miami Beach, FL 33139

ARTICLE III - Street Address: The street address of the principal office of the Company is:

c/o Miami Beach CDC
945 Pennsylvania Ave., 2nd Floor
Miami Beach, FL 33139

ARTICLE IV - Registered Agent: The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Roberto Datorre
c/o Miami Beach CDC
945 Pennsylvania Ave., 2nd Fl
Miami Beach, FL 33139

ARTICLE V - Purpose: A purpose of the Company is to foster low income housing.

ARTICLE VI - Management: The Company shall have a manager.

ARTICLE VII - No Personal Liability: The managers, members, officers and agents of the Company shall not be personally liable or responsible for any contracts, debts or defaults of the Company while acting for or on behalf of the Company in any official or

authorized capacity. The Company shall indemnify all of its managers, officers, and agents and all of its former managers, officers, and agents from such liability to the fullest extent permitted by law

ARTICLE VIII - Continuation of Business: Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Amended and Restated Articles of Organization as of the 8th day of April, 2008.

Member: Miami Beach Community Development Corporation, Inc., a Florida not for profit corporation

By: 
Roberto Datores, President

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS
WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Section 608.415 of the Florida Statutes:

Having been appointed registered agent of MBCDC: The Allen LLC in its Amended and Restated Articles of Organization, at the place designated in such Amended and Restated Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.


Roberto Datores

Date: 4/08/08