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Florida Department of State
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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
ALYWAY, L.L.C.**

Certificate of Status	1
Certified Copy	1
Page Count	04
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D. BRUCE

AUG 05 2011

EXAMINER

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ALYWAY, L.L.C.

The undersigned, for the purpose of amending and restating the Articles of Organization of ALYWAY, L.L.C. a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, hereby makes, acknowledges and files the following Amended and Restated Articles of Organization.

ARTICLE I

NAME

The name of the Limited Liability Company is ALYWAY, L.L.C.

ARTICLE II

ADDRESS

The current mailing address and street address of the principal office of the Company is:

150 West Flagler Street
Suite 2200
Attention Owen S. Freed
Miami, Fl. 33130

ARTICLE III

DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida is:

<u>Name</u>	<u>Address</u>
Florida Company Registry Inc.	550 Puerta Avenue Coral Gables, Fl. 33143

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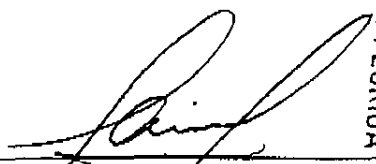
ARTICLE V.
MANAGEMENT

This Limited Liability Company is to be managed by its member Northgard Equities Corp, a company organized and existing pursuant to the laws of the Republic of Panama pursuant to the terms and conditions of the Company's Operating Agreement

ARTICLE V
AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the Directors of the member.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Amended and Restated Articles of Organization at Miami-Dade County, Florida for the foregoing uses and purposes as of the 29 day of July, 2011.

By: 
Jaime Noriega
Authorized Representative of
Northgard Equities Corp.

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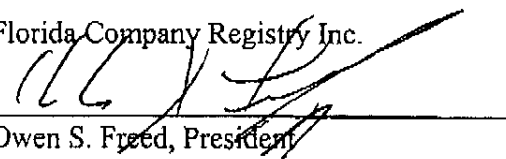
ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for ALYWAY L.L.C. 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.

Date: July 29, 2011.

Florida Company Registry Inc.

Owen S. Freed, President



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