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PAPOLA, LLC

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JUN 05 2012
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PAPOLA, LLC
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:

Julio C. Barbosa
Name of Person
Barbosa Law Office
Firm/Company
2000 Ponce De Leon Blvd., Suite 625
Address
Coral Gables, FL 33134
City/State and Zip Code
jbarbosa@barbosalegal.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Julio C. Barbosa at (305) 421-6339
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

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PAPOLA, LLC.

Pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), the Articles of Organization of Papola, LLC., are amended and restated to read in their entirety as follows:

ARTICLE 1
NAME

The name of the company is PAPOLA, LLC. (the "Company").

ARTICLE 2
DURATION

The period of duration of the Company is perpetual.

ARTICLE 3
PURPOSE

The purposes for which the Company is organized are to engage in any lawful act or activity for which corporations may be organized under the Florida Limited Liability Company Act.

ARTICLE 4
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Company shall be located at 2000 Ponce de Leon Blvd., Suite 625, Coral Gables, FL 33134, or at such location as may be determined by the Company's manager, and the corporation's registered agent shall be Julio C. Barbosa, Esq.

ARTICLE 5
MANAGEMENT

Subject to the provisions of the Florida Limited Liability Company Act, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Company:

5.1. The management of the Company is vested in the managers; and the managers shall have power to exercise all the powers of the Company, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Company, real or personal, without any action of or by the members, except as otherwise provided in the Company's operating agreement.

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5.2. Manager. The name of the Company's Manager is Goldflake Properties, Ltd., whose mail address is 2000 Ponce de Leon Blvd., Suite 617, Coral Gables, FL 33134.

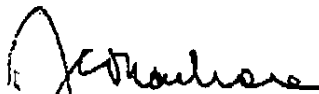
ARTICLE 6
LIMITATION OF LIABILITY OF MANAGERS AND MANAGING MEMBERS

The liability of the managers and managing members of the Company for monetary damages shall be eliminated to the fullest extent permissible under Section 608.4228 of the Florida Limited Liability Company Act.

ARTICLE 7
INDEMNIFICATION OF COMPANY'S AGENTS.

Subject to the applicable limits set forth in Section 608.4229(2) of the Florida Limited Liability Company Act, the Company is authorized to provide indemnification of its members, managers, managing members, officers, employees, and agents through operating agreement provisions.


The foregoing amendment and restatement of these Articles of Organization has been duly approved by the Manager.



Julio C. Barbosa,
as Authorized Representative of the Members

PAPOLA, LLC.
ACCEPTANCE OF THE REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for Papola, LLC.



Julio C. Barbosa, Esq.
Date: 05/31/2012

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