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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY AMENDMENT

HEMISPHERIC HOLDING CO., L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$55.00

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
HEMISPHERIC HOLDING CO., L.L.C.**

HEMISPHERIC HOLDING CO., L.L.C., the Limited Liability Company (the "Company"), was organized on July 23, 1999, by the filing of the original Articles of Organization. The Company desires to amend and restate its Articles of Organization, to read as follows:

ARTICLE I - Name

The name of the Company is **HEMISPHERIC HOLDING CO., L.L.C.**

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is Douglas Centre, 2600 Douglas Road, Suite 807, Coral Gables, Florida 33134.

ARTICLE III - Registered Agent and Office

The street address of the Company's initial registered office is 103 North Meridian Street, Lower Level, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is CorpDirect Agents.

ARTICLE IV - Management

The Company is to be managed by one or more managers and is therefore a manager-managed company.

ARTICLE V - Rescission

All prior Articles of Organization and Articles of Amendment of the Company shall be superceded and replaced upon the filing of these Restated Articles of Organization.

The foregoing instrument has been duly executed and is filed in accordance with Section 608.411 of the Florida Statutes.


Julio Jimenez, Authorized Signor
Date: August 23, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

CORP/DIRECT AGENTS

By: Pam WolfeTitle: Pam Wolfe - It's AgentDate: August 23, 2001FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 AUG 23

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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