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JOSE A. RODRIGUEZ, P.A.
ATTORNEY AT LAW

150 ALHAMBRA CIRCLE, SUITE 1270
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 445-6600
TELECOPIER (305) 444-5004

00789-00611-00657-00671

February 8, 2002

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Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

L-15067
3/12

RE: Amended and Restated Articles of Organization for Suttonwood Holdings,
L.C.

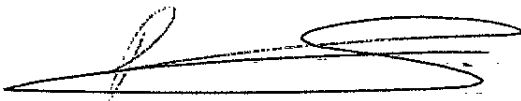
MJH

To Whom It May Concern:

Enclosed please find the above referenced documents along with a self addressed envelope and copy of the same. Please provide this office with a date stamped copy with the enclosed envelope.

In the meantime, if you have any questions or concerns, please feel free to contact this office directly.

Sincerely yours,



Paula Forwood,
Legal Assistant

enclosures

FILED
02 MAR 12 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 14, 2002

PAULA FORWOOD
JOSE A. RODRIGUEZ, P.A.
150 ALHAMBRA CIRCLE, SUITE 1270
CORAL GABLES, FL 33134

SUBJECT: SUTTONWOOD HOLDINGS, LC
Ref. Number: L00000015067

We have received your document for SUTTONWOOD HOLDINGS, LC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 902A00009253

AMENDED AND RESTATED ARTICLES ORGANIZATION

These Amended and Restated Articles of Organization for Suttonwood Holdings, L.C., shall be effective as of the date of filing with the Department of State pursuant to section 608.411, Florida Statutes. The original Articles of Organization were filed on December 6, 2000 effective December 5, 2000. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

The name of this Florida limited liability company is:
Suttonwood Holdings, LC

Article II. Address

The Company's street and mailing address is:

Suttonwood Holdings, LC
1300 Brickell Avenue
Miami, Florida 33133

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Jose A. Rodriguez
150 Alhambra Circle
Suite 1270
Coral Gables, Florida 33134

Jose A. Rodriguez, Esquire | FL Bar Member 0989444
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables, FL 33134
Telephone 305-445-6600

02 MAR 12 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article V. Management

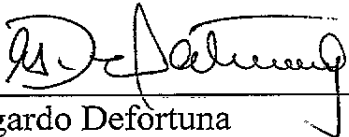
This will be a manager-managed company. The name of each manager is:

Fortune International Equity, Corp.

Article VI. Effective Date of Amended and Restated Articles of Organization

The effective date of the Amended and Restated Articles of Organization shall be the date of filing with the Department of State.

The undersigned authorized representative of a member executed these Amended and Restated Articles of Organization on January 31, 2002.



by Edgardo Defortuna

Jose A. Rodriguez, Esquire | FL Bar Member 0989444
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables, FL 33134
Telephone 305-445-6600

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Suttonwood Holdings, LC

REGISTERED AGENT/OFFICE:

**Jose A. Rodriguez
150 Alhambra Circle
Suite 1270
Coral Gables, Florida 33134**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JOSE A. RODRIGUEZ

Date: January 31, 2002

**Jose A. Rodriguez, Esquire | FL Bar Member 0989444
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables, FL 33134
Telephone 305-445-6600**