

F-455

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FAX AUDIT NO. H05000125174 3

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
GRAND MARQUIS, LLC**

The undersigned, being authorized to execute and file these Amended and Restated Articles of Organization pursuant to Section 608.411, Florida Statutes, hereby certifies that:

FIRST: The company was originally formed under the laws of the State of Florida on February 11, 2003 under the name Grand Marquis, LLC.

SECOND: That the Articles of Organization of the company shall be amended and restated to read in full as follows:

ARTICLE I - Name

The name of the Limited Liability Company is: **GRAND MARQUIS, LLC.**

ARTICLE II - Address

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

c/o Astor Development Group, LLC
2701 S.W. Third Avenue
Miami, Florida 33129-2335

ARTICLE III - Registered Agent/Office

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

Peter A. Torres
c/o Astor Development Group, LLC
2701 S.W. Third Avenue
Miami, Florida 33129-2335

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 Chapter 608, F.S.


Peter A. Torres

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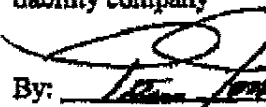
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ARTICLE IV – Management

The Limited Liability Company will be member-managed by the sole member.

The undersigned sole member has executed these Amended and Restated Articles of Organization this 17th day of May, 2005.

Merrit Development, L.L.C., a Florida limited liability company

By: 
Peter A. Torres, Vice President

(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.)

0 REAL ESTATE – All Open Files/Merrit Development Group/Corporate/General Manager, LLC/Amended and Restated Articles of Organization.DOC

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