

Fax Server 3

3/23/2006 1:05

PAGE 001/006

Fax Server

Division of Corporations

FILED

Page 1 of 1

Florida Department of State 2006 MAR 23 A 8:59

Division of Corporations
Public Access System

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000077688 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : HUNTON & WILLIAMS
Account Number : I20000000236
Phone : (305)810-2542
Fax Number : (305)810-2460

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

NAHTEF ACQUISITIONS LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$30.00

AL

RECEIVED
06 MAR 23 PM 1:48
DIVISION OF CORPORATION

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

2006 MAR 23 A 8:59

HUNTON &
WILLIAMS

HUNTON & WILLIAMS LLP
1111 BRICKELL AVENUE
SUITE 2500
MIAMI, FL 33131
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TEL 305 • 810 • 2500
FAX 305 • 810 • 2460

FAX

TO NAME Division of Corporations
 FIRM
 FAX NO.: 850-205-0383
 PHONE NO.:

 PAGES (INCLUDING COVER): 06

FROM NAME: Hardcastle, Daphne
 DIRECT DIAL: (305) 536-2735

MESSAGE NAHTEF Acquisitions, LLC Articles of Amendment; Audit No.
 H060000776883

IF PROBLEM WITH TRANSMISSION, PLEASE CONTACT OPERATOR AT 305 • 536 • 2700 .

FAX ID : 05244229D322514
DATE: Thursday, March 23, 2006
TIME: 1:05:50 PM

CLIENT/MATTER NO.: .

Fax Server 3

3/23/2006 1:06

PAGE 002/006

Fax Server

FILED

Please note the change to the name to include a comma. Thank you.

2006 MAR 23 A 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H060000776883

FILED

2006 MAR 23 A 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECOND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
NAHTEF ACQUISITIONS, LLC**

Pursuant to Chapter 608 of the Florida Statutes, NAHTEF ACQUISITIONS, LLC hereby amends and restates its Articles of Organization as filed on July 23, 2004 under document number L04000054922 and adopts the following Amended and Restated Articles of Organization (the "Amendment"):

I. NAME

The name of the limited liability company shall be NAHTEF ACQUISITIONS, LLC (the "Company").

II. PURPOSES AND POWERS

The Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

III. ADDRESS

The mailing address and street address of the principal office of the Company in Florida is 2665 S. Bayshore Drive, Suite 601, Coconut Grove, Florida 33133

IV. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Richard J. Razook, Esq., Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

V. OFFICERS AND MANAGERS

The following persons are hereby appointed to the serve in the offices set opposite their name and address:

<u>Title:</u>	<u>Name and Address:</u>
President and Manager	Richard J. Razook 2665 S. Bayshore Drive, Suite 601 Coconut Grove, FL 33133
Vice President and Manager	Hannjörg Hereth 2665 S. Bayshore Drive, Suite 601 Coconut Grove, FL 33133

H060000776883

H060000776883

FILED

Vice President and Manager

Remo Stoffel
2665 S. Bayshore Drive, Suite 601
Coconut Grove, FL 33133

2006 MAR 23 A 8:59

Secretary and Treasurer

Catherine H. Lorié
2665 S. Bayshore Drive, Suite 601
Coconut Grove, FL 33133

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VI. ADMISSION OF ADDITIONAL MEMBERS

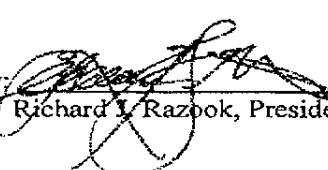
Members shall be admitted to the Company in accordance with the operating agreement of the Company. A member may transfer his, her or its interest in the Company only as set forth in the operating agreement of the Company.

VII. MANAGEMENT

The Company shall be managed by the managers in accordance with the operating agreement of the Company adopted by the members for the management of the business and affairs of the Company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Organization in Miami-Dade County, Florida, for the foregoing uses and purposes this 20th day of March, 2006.

NAHTEF ACQUISITIONS, LLC

By: 
Richard V. Razook, President and Manager

H060000776883

H060000776883

FILED

2006 MAR 23 A 8:59

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**
SECRETARY OF STATE
TALLAHASSEE, FLORIDAWITNESSETH:

That NAHTEF ACQUISITIONS, LLC, organized under the laws of the State of Florida, has named Richard J. Razook, Esq. at Hunton & Williams LLP, whose offices are located at 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 20th day of March 2006.

By: 

Richard J. Razook, Esq.