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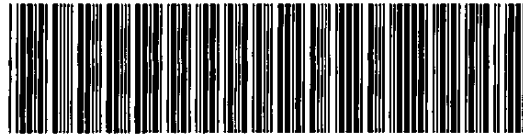
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bird Ave Holdings, LLC
3129 Oak Ave
Miami, Florida 33133

November 27, 2006

Department of State
PO Box 6327
Tallahassee, Florida 32314

Attention: Registration Section

To Whom It May Concern:

Enclosed please find amended and restated articles of organization for a limited liability company. Please make the changes as indicated. Also please remove Ralph Ramirez as a member.

I have also enclosed a power of attorney executed by Ralph Ramirez which authorizes his removal from the LLC.

I have enclosed my check for \$ 25.00.

Should you have any questions, please call me at (305) 790-5713.

Regards,

Paul Arcia

**AMMENDED AND RESTATED ARTICLES OF
ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I – Name:

The name of the Limited Liability Company is:
BIRD AVENUE HOLDINGS, LLC.

ARTICLE II – Address:

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

**3129 Oak Ave
Miami, Florida 33133**

**ARTICLE III – Registered Agent, Registered Office, & Registered Agent's
Signature:**

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

**John Arcia
3129 Oak Ave.
Miami, Florida 33133**

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the registered agent as provided for in Chapter 608, F.S.

Registered Agent's Signature

ARTICLE IV – Management (Check box if Applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company.

(An additional article must be added if an effective date is requested)

Signature of member or an authorized representative of a member.

John Arcia

(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASSIGNMENT OF MEMBERSHIP CERTIFICATES

AND POWER OF ATTORNEY

FOR VALUE RECEIVED, Ralph Ramirez, Jesus Garcia and Garram Holdings, Inc. hereby sell, assign and transfer unto Paul Arcia or assigns those certain Membership Certificates standing in their name on the books of Bird Avenue Holdings, LLC, and do hereby irrevocably constitute and appoint Paul Arcia attorney-in-fact to transfer the said Membership Certificates with full power of substitution in the premises.

Dated: 11/16/06

Garram Holdings, Inc.

By:

STATE OF FLORIDA)
COUNTY OF DADE) SS.

The foregoing instrument was acknowledged before me this ____ day of November, 2006 by Ralph Ramirez, individually and as Pres. of Garram Holdings, Inc. and Jesus Garcia (check appropriate box) [X] who is personally known to me or [] who has produced (types of identification) as identification and who did not take an oath.

My Commission Expires:

Notary Public, State of FLORIDA

