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Division of Corporations

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Florida Department of State
Division of Corporations
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

SKY PLAZA CAPITAL LTD.

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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SKY PLAZA CAPITAL LTD.

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Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on 05/24/2006, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s):

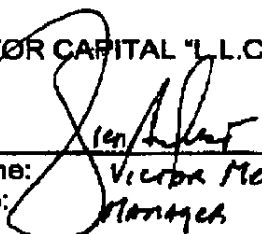
1. This partnership hereby elects to be a LIMITED LIABILITY LIMITED PARTNERSHIP. The suffix adopted for the limited liability limited partnership shall be: LLLP
2. The Street address of its chief executive office in Florida is:
7091 NW 77 TERRACE, MIAMI FL 33166
3. The Street Address of principal office in Florida is:
7091 NW 77 TERRACE, MIAMI FL 33166
- 1 Name and Florida street address of the partnership's agent for service of process:
Name: VICTOR MESTRE
Address: 7091 NW 77 TERRACE, MIAMI FL 33166

SECOND: The effective date shall be the date of filing of this amendment with the Florida Department of State.

Dated June 1st, 2006

Signature(s) of a general partner(s):

ASTOR CAPITAL "LLC"

By: 
Name: Victor Mestre
Title: Manager

③

H06000148629

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:
KEY LARGO RETREAT, L.L.C.

ARTICLE II - Address:


The mailing address and street address of the principal office of the Limited Liability Company is: 9280 S.W. 150 Avenue, Suite 105, Miami, Florida 33196.

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

**PAULINO ESPINEL, III
9280 S.W. 150 Avenue, Suite 105
Miami, Florida 33196**

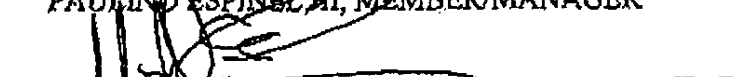
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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

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


Signature of a member or an authorized representative of a member.
PAULINO ESPINEL, III, MEMBER/MANAGER


Signature of a member or an authorized representative of a member.
MICHAEL ESPINEL, MEMBER/MANAGER

(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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