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GOLD CONSTRUCTION, L.L.C.

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
GOLD CONSTRUCTION, L.L.C.**

Pursuant to the provision of the Chapter 608 of the Florida Statutes, the Articles of Organization of Gold Construction, L.L.C., were filed on January 6, 2000 for the purpose of forming a Limited Liability Company under the laws of the State of Florida. L000000000040

The undersigned, pursuant to the provision of the Chapter 608 of the Florida Statutes, for the purposes of amending and restating the Articles of Organization of GOLD CONSTRUCTION, L.L.C., do hereby submit the following as its Amended and Restated Articles of Organization of GOLD CONSTRUCTION, LLC.. Upon such filing, these Amended and Restated Articles of Organization, shall supersede all prior Articles of Organization and amendments thereto, and these Amended and Restated Articles of Organization, including any further amendment or changes made, shall become the company's Articles of Organization.

ARTICLE I - NAME

The name of the Limited Liability Company is GOLD CONSTRUCTION, L.L.C. Florida Limited Liability Company.

ARTICLE II - DURATION

The term of the Limited Liability Company began upon the acceptance of the Articles of Organization by the Department of State, and its duration shall be perpetual, unless its existence is sooner terminated pursuant to the Company's Operating Agreement.

ARTICLE III - PURPOSE

The purpose for which the Limited Liability Company is organized is:

These articles were prepared by:
Sparler & Sparler, P.A.
4200 S. Dixie Highway, West Palm Beach, FL 33405

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To build, erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control, directly or through ownership of stocks in any corporation, or through third parties, any and all kinds of buildings, structures, improvements, residential and commercial, houses, hotels, offices, warehouses, mills, shops, factories, machinery and plants of any type, including but not limited to electrical, hydraulic, sanitary, bio-energy, or technological plants, any structures, erections or improvements to establish infrastructures, and any and all other structures, erections, or improvements, which can lawfully be done.

To take, buy, purchase, exchange, hire, lease, or otherwise acquire, real estate and personal property, either improved or unimproved, tangible or intangible, and any interest or right therein, and to own, hold, lease, control, maintain, improve, manage and develop the same in any state of the United States and in foreign countries.

To purchase, exchange, hire, or otherwise acquire such real and personal property, tangible or intangible, chattels, fixtures, rights, easements, permits, privileges and franchises, as may lawfully be purchased, exchanged, hired or acquired in any state of the United States and in foreign countries.

To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, improvements, personal property, fixtures, chattels real, tangibles and intangibles, and other property of the company, real and personal, and any and all legal and equitable rights therein, and wheresoever situate.

To transact the business of buying and selling, dealing in, leasing, renting and managing real estate and any interest therein; and to provide real estate related services, including but not limited to appraisal services, consulting services, market analysis, economic evaluations and analysis, financial and loan services; for its own account, as agent or broker, through third

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parties, or upon appointment or commission.

To purchase, sell, manufacture, assemble, improve, and deal in all types of building and construction materials, goods, wares, and merchandise, and to carry on any other lawful trade or business incident to or proper or useful in connection with the construction, development, improvement, purchase, sale, ownership, leasing, maintenance and management of real property, wherever located and situated, for its own account, as agent or broker, through third parties, or upon appointment or commission.

To associate with other parties, corporations, associations, entities, foundations, whose business and commercial goals are related to the sale, purchase, lease, building, construction, development, improvement, management and control of real and personal property, tangible and intangibles, and whose business objective is the management, development, planning, and construction of all types of housing projects, commercial projects, recreational, tourism and hotel projects.

To purchase, sell, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber, corporate shares, membership interest, partnership interest, or any other profit sharing interest, and any and all other legal and equitable rights derived from such securities or profit sharing arrangements in corporations, companies, partnerships, joint ventures, associations, wherever situated.

To make offers and bids for public or private projects to any City, County, State, or governmental entity, either in the United States or in a foreign country.

To borrow money, with or without pledge of or mortgage upon all or any of its property, real or personal, tangible or intangible, fixtures, chattels real, as security, and to loan and advance money upon mortgages on personal and real property, tangible or intangible, fixtures, chattels real, or on any of them, and to make any and all necessary financial and loan arrangements to

meet and accomplish the Company's goals and objectives.

To enter into any and all contracts, agreements, arrangements, and to meet and fully execute the terms of such contracts, agreements, arrangements, as a means to achieve the company's goals and objectives, and to confirm and enforce the obligations of others to the Company, to ascertain that the Company's goals and objectives are met.

To engage in any and all other businesses and activities permitted by the laws of the State of Florida, or the laws of any other State or foreign Country under which it may be authorized to conduct business. And this corporation shall have the power to conduct its business in all its branches in the State of Florida and any other state or states of the United States, and in foreign countries, and generally to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of the said corporation, or to promote any of the objects for which the company was formed.

Notwithstanding the above purposes and objectives, the Company shall in no way be limited or restricted to engage in any and all other businesses and activities permitted by the laws of the State of Florida, or the laws of any other State or foreign Country under which it may be authorized to conduct business. The Limited Liability Company shall have all the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS

The present mailing address and the principal place of business in Florida for the Limited Liability Company is:

12358 Peconic Court, Wellington, FL 33414

ARTICLE V - REGISTERED AGENT

The name and address of the registered agent in Florida for the Limited Liability Company is:

LUZ SOTOMAYOR
12358 Peconic Court, Wellington, FL 33414

ARTICLE VI - MANAGEMENT

The Limited Liability Company is to be managed by a Manager or Managers, in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Amended and Restated Articles of Organization. The name and address of the present manager of the company is MARIANO ROBERTO OJEDA, 12358 Peconic Court, Wellington, FL 33414.

ARTICLE VII - MEMBERS

The name and address of the present Member is as follows:

Mariano Roberto Ojeda, 12358 Peconic Court, Wellington, FL 33414.

ARTICLE VIII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the Operating Agreement.

ARTICLE IX - ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no Member shall be admitted to the company except with the unanimous written consent of all the members of the company, excluding the Transferring Member, and on such terms and conditions as shall be determined by all the members, or as provided in the Operating Agreement.

Pursuant to the authority of Chapter 608, Florida Statutes, the members may not sell or transfer their interest in the company to other persons unless first offered to the existing members of the Company in proportion to their membership interest. The price, terms and other provisions regarding this restriction may be specified in the Company's Operating Agreement, which agreement may expand this article and which may also include the Company as a party. A copy of the Operating Agreement, if any, may be obtained from the Company.

A transferee who acquires an interest in the Company without having followed the transfer of unit or interest procedure as set forth in the Company's Operating Agreement, shall have no right to participate in the management of the business and affairs of the company. The transferee shall be entitled only to receive the return of contributions and the share of profits or losses, or other compensations by way of income to which the Transferring Member otherwise would be entitled by virtue of being a Member, as more particularly outlined in the Company's Operating Agreement.

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THESE AMENDED AND RESTATED ARTICLES OF ORGANIZATION WERE
EXECUTED THIS 15 day of August, 2008.

MARIANO ROBERTO OJEDA Member

08-15-2008
Dated

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

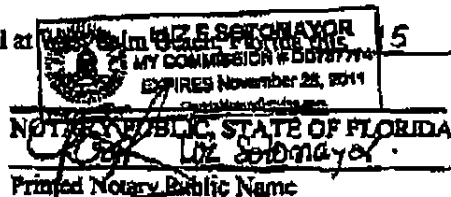
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BEFORE ME, a Notary Public, personally appeared, **MARIANO ROBERTO OJEDA**
() to me known to be the person described or (s) who presented the following form of
identification 0 230-556-58-054-0 as Member and who executed the foregoing
Amended and Restated Articles of Organization, and acknowledged before me that he subscribed
to these Articles.

WITNESS my hand and official seal at Tallahassee, Florida this 15 day of
August, 2008.

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent for **GOLD CONSTRUCTION, LLC.**, a
Florida Limited Liability Company, I hereby accept the appointment as registered agent. I am
familiar with and agree to accept the obligations of the position of registered agent as provided
for in Chapter 608, Florida Statutes.

LUZ SOTOMAYOR

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