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ROYAL ATLANTIC DEVELOPERS, LLC

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J. BRYAN APR 14 2006

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ROYAL ATLANTIC DEVELOPERS, LLC**

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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: ROYAL ATLANTIC DEVELOPERS, LLC (the "Company") was originally formed under the laws of the State of Florida on May 29, 2001.

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

ARTICLE I - Name

The name of this limited liability company is **ROYAL ATLANTIC DEVELOPERS, LLC** (hereinafter "the Company").

ARTICLE II - Address

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

2020 N.W. 89th Place
Miami, Florida 33172

ARTICLE III -- Duration

The Company's existence shall commence upon the filing of the original Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV - Registered Agent/Office

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

Donald M. Darrach
2020 N.W. 89th Place
Miami, Florida 33172

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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.


Donald M. Darrach

ARTICLE V - Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under §608.404, Fla. Stat., as amended and supplemented.

ARTICLE VI - Management

The Company will be a member managed company.

The undersigned member has executed these Amended and Restated Articles of Organization this 31st day of March 2006.

LATINVEST HOLDINGS, INC.

By: 
Alfredo Verdezoto, President

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