

**L0100000 8800**

**SANTIAGO J. PADILLA, P.A.**

**ATTORNEY AT LAW**

**1001 BRICKELL BAY DRIVE, SUITE 1704 • MIAMI, FLORIDA 33131**

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**SANTIAGO J. PADILLA, ESQ.**

November 2, 2001

VIA FIRST CLASS MAIL

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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-11/05/01--01060--023  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

Re: Alphamac LLC/Document No. L01000008800.

Dear Sir/Madam:

Please be advised that I represent Alphamac LLC. Enclosed herewith are duly executed Amended and Restated Articles of Organization, which I hereby submit for filing. Enclosed is a check for \$25.00 covering the required fee.

Thank you for your attention to this matter. Please call me if you have any questions or concerns.

Sincerely,

  
Santiago J. Padilla

SJP/meh

Enclosures

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AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
ALPHAMAC LLC

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Amended and Restated Articles of Organization pursuant to Florida Statutes §608.411(3).

ARTICLE I  
NAME

The name of the limited liability company shall be ALPHAMAC LLC (the "Company").

ARTICLE II  
ADDRESS

The mailing address and street address of the principal office of the Company is 905 Brickell Bay Drive, Suite 1424, Miami, Florida 33131.

ARTICLE III  
DURATION

The Company shall commence its existence on the date the Articles of Organization were initially filed with the Florida Department of State, which date was June 1, 2001. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the operating agreement.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

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

Damian E. Escobedo  
905 Brickell Bay Drive, Suite 1424  
Miami, Florida 33131

ARTICLE V  
ADMISSION OF NEW MEMBERS

Except as set forth in the operating agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her

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interest in the Company as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

## ARTICLE VI MANAGEMENT

The Company shall be managed by managers selected by the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names of the members of the Company are:

ALFAMAC, S.A.  
Carlos Pellegrini 641, 4<sup>th</sup> Floor  
(1009) Buenos Aires, Argentina

## ARTICLE VII OFFICERS

The Members of the Company shall elect or appoint officers of the Company which may include a President, Secretary, Treasurer, one or more Vice Presidents, and/or such other officers as may be deemed necessary or desirable. Any two or more offices may be held by the same person. The Members may eliminate or add officers at any time by resolution. Each officer shall hold office until that officer's death, resignation or removal or until his or her successor shall have been duly elected or appointed in accordance with these articles. The officers shall have the following powers and duties:

A. President. The President shall be the chief executive officer of the Company and shall have responsibility for the general and active management of the business of the Company and shall see that all orders and resolutions of the Members and Managers are carried into effect. The President shall have all the powers generally associated with the Presidency of the Company as well as any powers authorized by the Members or Managers.

B. Vice President. The Vice Presidents, in the order designated by the Members if there is more than one, shall in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform other duties as the Members or Managers may prescribe.

C. Secretary. The Secretary shall attend all meetings of the Members and of the Managers and shall record all votes and the minutes of all such proceedings in a book to be kept for that purpose and shall perform like duties for committees of the Company when required. The Secretary shall give, or cause to be given, all required notices for such meetings and shall perform

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such other duties as may be prescribed by the President or the Members or Managers. When required or requested, the Secretary shall execute with the President all contracts, conveyances or other instruments of the Company and shall, when requested, provide certifications of recorded minutes. The Secretary shall keep safe custody of the corporate seal and, when requested, shall affix same to any instrument requiring it. The Secretary shall keep a current register of the mailing addresses of each Member, such addresses to be furnished to the Secretary by the Members and the responsibility for keeping said addresses current shall be upon the Members. The Secretary shall have general charge of the membership transfer books of the Company and shall issue or transfer memberships at the direction of the Members.

D. Treasurer. The Treasurer shall have custody of and keep account of all money, funds and property of the Company, unless otherwise determined by the Members, and shall render such accounts and present such statements to the Members and President when requested. The Treasurer shall deposit funds of the Company which may come into his or her hands into such bank or banks as designed by the Members or Managers and shall keep all bank accounts in the name of the Company and shall exhibit the Company's books and accounts at all reasonable times to any Member of the Company upon reasonable notice and during regular business hours. If required by the Members, the Treasurer shall give a bond to the Company with such surety and in such amount as are acceptable to the Members.

E. Assistant Officers. The Assistant Secretaries and Assistant Treasurers, if any, in the order designated by the Members, shall perform the respective duties of Secretary and Treasurer.

G. Other Officers. Should the Members designate officers other than those listed above, they shall, by resolution, set forth the specific duties of each officer designated.

## ARTICLE VII INITIAL MANAGERS AND OFFICERS

The names and street addresses of the initial Managers (as defined under Florida Statutes §608.402(18)) of the Company, who shall hold the following offices as provided under Florida Statutes §608.422(7) indefinitely, is as follows:

<u>Manager</u>	<u>Office</u>
Diego H. Lombardero 905 Brickell Bay Drive, No. 1424 Miami, Florida 33131	President
Damian E. Escobedo 905 Brickell Bay Drive, No. 1424 Miami, Florida 33131	Vice President

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Vicente Cirillo  
905 Brickell Bay Drive, No. 1424  
Miami, Florida 33131


Treasurer

Eduardo Piva  
905 Brickell Bay Drive, No. 1424  
Miami, Florida 33131

Secretary

IN WITNESS WHEREOF, the undersigned duly authorized representative of ALFAMAC, S.A., has made and subscribed these Amended and Restated Articles of Organization at Miami, Florida on the 2 day of November, 2001.

ALFAMAC, S.A.

By.   
Damian E. Escobedo,  
Vice President and General Manager

ALFAMAC, S.A.  
Carlos Pellegrini 641, 4<sup>th</sup> Floor  
(1009) Buenos Aires, Argentina

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CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes, Section 608.415, the following is submitted:

ALPHAMAC LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 905 Brickell Bay Drive, Suite 1424, Miami, Florida 33131 as its initial Registered Office and has named Damian E. Escobedo, with a business office located at said address, as its initial Registered Agent.

Dated: November 2, 2001

ALPHAMAC, LLC

By: 

Damian E. Escobedo,  
Manager and Vice-President

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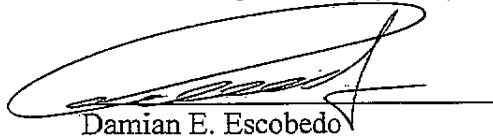
ACKNOWLEDGEMENT OF REGISTERED AGENT

OF

ALPHAMAC LLC

Having been named as Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 608.415 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Date: November 2, 2001



Damian E. Escobedo

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