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Florida Department of State
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LIMITED LIABILITY AMENDMENT

LAS ARENAS DE FLORIDA LLC

Certificate of Status	0
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Page Count	03
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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective June 5, 2002 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Las Arenas De Florida LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on February 28, 2002.

Article III. Address

The Company's street and mailing address is:

Las Arenas De Florida LLC
601 Brickell Key Drive
Suite 802
Miami FL 33131

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Article IV. Registered Agent

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

Gerardo A. Vazquez, Esquire
601 Brickell Key Drive
Suite 802
Miami FL 33131

Gerardo A. Vazquez, Esquire | FL Bar Member
Vazquez & Hess, P.A.
601 Brickell Key Drive
Suite 802
Miami FL 33131
305-371-8064

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a manager-managed company. The name of each manager is:

GERARDO ALVAREZ

601 Brickell Key Drive Suite 802 Miami FL 33131

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Article VII. Officers. The Company's officers are:

President

Carlos Maria Ochoa

Secretary

Treasurer

Gerardo A. Vazquez, Esquire | FL Bar Member
Vazquez & Hess, P.A.
601 Brickell Key Drive
Suite 802
Miami FL 33131
305-371-8064

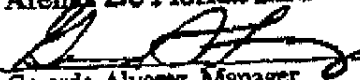
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Article VIII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Las Arenas De Florida LLC

By: 
Gerardo Alvarez, Manager

Name: Gerardo Alvarez

Title: Manager

Date: June 5, 2002

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Gerardo A. Vazquez, Esquire | FL Bar Member
Vazquez & Hess, P.A.
901 Brickell Key Drive
Suite #02
Miami FL 33131
305-371-8064

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Las Arenas De Florida LLC

REGISTERED AGENT/OFFICE:

**Gerardo A. Vazquez, Esquire
601 Brickell Key Drive
Suite 802
Miami FL 33131**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


GERARDO A. VAZQUEZ, ESQUIRE

Date: June 5, 2002

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**Gerardo A. Vazquez, Esquire | FL Bar Member
Vazquez & Hess, P.A.
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