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LIMITED LIABILITY AMENDMENT**PROEXIS LLC**

amend & restated

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective April 8, 2002 by the members pursuant to section 608.408, 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: Proéxis LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on March 29, 2002.

Article III. Address

The Company's street and mailing address is:

Proéxis LLC
830 Lincoln Road
Miami Beach FL 33139

Article IV. Registered Agent

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

NS Corporate Services Inc.
501 Brickell Key Drive, Suite 400
Miami FL 33131

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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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 member-managed company. The name of each member is:

JANETTE COELHO LEAL

830 Lincoln Road Miami Beach FL 33139

Article VII. 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.

Proéxis LLC

By: 

Name: Janette Coelho Leal

Title: President

Date: April 8, 2002

Corporate Creations International Inc.

941 Fourth Street #200

Miami Beach FL 33139

(305) 672-0886

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

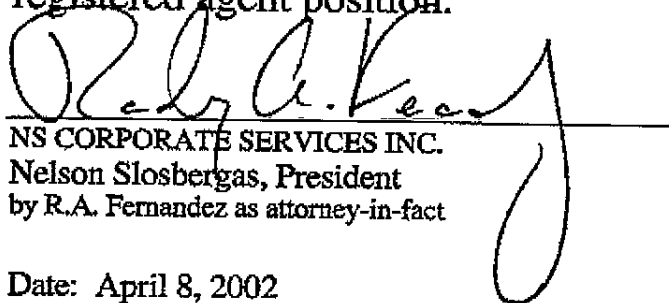
CORPORATION:

Proéxis LLC

REGISTERED AGENT/OFFICE:

**NS Corporate Services Inc.
501 Brickell Key Drive, Suite 400
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.



NS CORPORATE SERVICES INC.
Nelson Slosbergas, President
by R.A. Fernandez as attorney-in-fact

Date: April 8, 2002

Corporate Creations International Inc.
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Miami Beach FL 33139
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