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TALLAHASSEE, FLORIDA

C. LEWIS

JAN 4 2012

EXAMINER

**COVER LETTER**

TO: Registration Section  
Division of Corporations

SUBJECT: SANTA LUCIA MANAGEMENT, L.L.C.  
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MANUEL A. PEREZ, ESQ.  
Name of Person

HARPER MEYER PEREZ HAGEN O'CONNOR ALBERT & J  
Firm/Company

201 S. BISCAYNE BLVD. SUITE 800  
Address

MIAMI, FLORIDA 33131  
City/State and Zip Code

MPEREZ@HARPERMEYER.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MANUEL A. PEREZ, ESQ. at ( 305 ) 577-3443  
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
SANTA LUCIA MANAGEMENT, L.L.C.**

*L02000011140*

WHEREAS, on May 3, 2002, the initial articles of Santa Lucia Management, L.L.C. (the "Company") were adopted and filed with the Florida Department of State ("Original Articles"); and

WHEREAS, the members of the Company have determined that it is in their best interest to adopt revised articles for the Company in the form hereof; and

NOW THEREFORE, the undersigned being a duly authorized representative of the members, pursuant to the provisions of Florida Statutes Section 608.411, adopts the following Amended and Restated Articles of Organization of SANTA LUCIA MANAGEMENT, L.L.C., a limited liability company duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on May 3, 2002 (the "Amended and Restated Articles of Organization");

ARTICLE I

NAME

The name of the limited liability company is SANTA LUCIA MANAGEMENT, L.L.C.

ARTICLE II

PRINCIPAL AND MAILING ADDRESS

The principal office and mailing address of the Company is:

9400 S. Dadeland Blvd.  
Suite 601  
Miami, Florida 33156

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

The Company designates 201 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131 as the street address of the registered office of the Company and names Law Center of the Americas

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✓ LLC as the Company's registered agent at that address to accept service of process within this state.

ARTICLE IV

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of the Original Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement.

ARTICLE V

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. Each Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. Each Manager(s) shall serve in such capacity until its (their) successor(s) are duly elected and qualified. Each Manager(s), other than the initial Managers, shall be appointed or elected solely as provided in the Operating Agreement.

ARTICLE VI

MANAGERS

The name and address of the Managers of the Company are:

Manuel Rodriguez  
9400 South Dadeland Blvd.  
Suite 601  
Miami, Florida 33156

Secundina Freitas de Rodriguez  
9400 South Dadeland Blvd.  
Suite 601  
Miami, Florida 33156

Benito Rodriguez Freitas  
9400 South Dadeland Blvd.  
Suite 601  
Miami, Florida 33156

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Marisol Rodriguez Freitas  
9400 South Dadeland Blvd.  
Suite 601  
Miami, Florida 33156

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David Rodriguez Freitas  
9400 South Dadeland Blvd.  
Suite 601  
Miami, Florida 33156

Carlos Rodriguez Freitas  
9400 South Dadeland Blvd.  
Suite 601  
Miami, Florida 33156

Roberto Rodriguez Freitas  
9400 South Dadeland Blvd.  
Suite 601  
Miami, Florida 33156

ARTICLE VII

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII

ADDITIONAL MEMBERS

Additional Members may be admitted upon (1) the unanimous written consent of the then existing Members or (2), in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE IX

OPERATING AGREEMENT

Once adopted by the Members, the power to alter, amend and/or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if applicable.

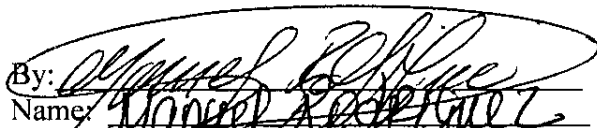
ARTICLE X

AMENDMENT

The power to adopt, alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Member(s) of the Company and in accordance with the procedures set forth in the Operating Agreement of the Company, if applicable.

All actions taken previously by any previous manager or member of the company is hereby reaffirmed and ratified hereby.

These Amended and Restated Articles of Organization of the Company are hereby executed this 21 day of December, 2011.

By:   
Name: Manuel Rodriguez  
Title: Authorized Representative

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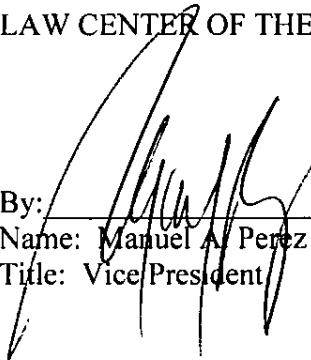
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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned agrees to act as registered agent for SANTA LUCIA MANAGEMENT, L.L.C., to accept service of process at the place designated in these Amended and Restated Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 21 day of December, 2011.

LAW CENTER OF THE AMERICAS, LLC

By:   
Name: Manuel A. Perez  
Title: Vice President

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