

W02600019019

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To:
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Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

2nd Request

LIMITED LIABILITY AMENDMENT

RFG INTERNATIONAL LLC

Certificate of Status	0
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Page Count	03
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SECRETARY OF STATE
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 3, 2004

RFG INTERNATIONAL LLC
765 CRANDOM BLVD., APT. 207
KEY BISCAYNE, FL 33149SUBJECT: RFG INTERNATIONAL LLC
REF: L02000019019

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If you are trying to file an amendment your document must be entitled Articles of Amendment not Articles of Organization.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Diane Cushing
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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted October 27, 2004 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: RFG International LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on July 23, 2002.

Article III. Address

The Company's street and mailing address is:

RFG International LLC
781 Crandon Boulevard
Apt. 701
Key Biscayne FL 33149

Article IV. Registered Agent

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

Lizabeth F. Calvo
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149

Lizabeth F. Calvo | FL Bar Member 40657
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149
305-365-0902

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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:

REMIR F. GUARDAZZI

765 Crandon Boulevard Apt. 207 Key Biscayne FL 33149

SERGIO GUARDAZZI

765 Crandon Boulevard Apt. 207 Key Biscayne FL 33149

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

RFG International LLC

By: 

by V. Cine as attorney-in-fact

Name: Remir F. Guardazzi

Title: President

Date: November 3, 2004

Lizabeth F. Calvo I FL Bar Member 40657

Lizabeth F. Calvo, P.A.

328 Crandon Boulevard

Suite 226

Key Biscayne FL 33149

305-365-0902

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

RFG International LLC

REGISTERED AGENT/OFFICE:

Lizabeth F. Calvo
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149

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.



LIZABETH F. CALVO
by V. Cine as attorney-in-fact

Date: November 3, 2004

Lizabeth F. Calvo | FL Bar Member 40657
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149
305-365-0902

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