

LAW OFFICES
GARY R. SASLAW, P.A.
20801 BISCAYNE BOULEVARD
SUITE 304
AVENTURA, FLORIDA 33180-1422

GARY R. SASLAW
OF COUNSEL
WILLIAM J. SEGAL

(305) 682-0200
FAX: (305) 682-1800
E-MAIL: GRS@GRSPA.COM

August 27, 2007

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle West
Tallahassee, Florida 32301

Re: Soho, L.L.C.

Dear Sir:

Enclosed is an executed original of the Articles of Amendment to Articles of Organization of Soho, L.L.C., and a check to your order in the amount for \$25.00 covering the filing fee.

Please acknowledge receipt of the enclosure by stamping and dating the enclosed copy of this letter and returning it in the envelope provided for your convenience.

Sincerely yours,

GARY R. SASLAW, P.A.

Gary Saslaw

ckl:gs

Enclosures

Copy to: Kevin Faith, Member

SONIB2701

07 AUG 29 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

LAW OFFICES
GARY R. SASLAW, P.A.
20801 BISCAYNE BOULEVARD
SUITE 304
AVENTURA, FLORIDA 33180-1422

GARY R. SASLAW
OF COUNSEL
WILLIAM J. SEGAL

(305) 682-0200
FAX: (305) 682-1800
E-MAIL: GRS@GRSPA.COM

August 27, 2007

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle West
Tallahassee, Florida 32301

Re: Soho, L.L.C.

Dear Sir:

Enclosed is an executed original of the Articles of Amendment to Articles of Organization of Soho, L.L.C., and a check to your order in the amount for \$25.00 covering the filing fee.

Please acknowledge receipt of the enclosure by stamping and dating the enclosed copy of this letter and returning in the envelope provided for your convenience.

Sincerely yours,

GARY R. SASLAW, P.A.

Gary Saslaw

ckl:gs

Enclosures

Copy to: Kevin Faith, Member

07 AUG 29 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SOHO, LLC
(A FLORIDA LIMITED LIABILITY COMPANY)

These Amended and Restated Articles of Organization modify and restate all of the terms of the original Articles of Organization, as previously amended and restated.

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE 1

Name

The name of the limited liability company is SOHO, LLC (the "Company").

ARTICLE 2

Principal Office

The initial mailing address and street address of the principal office of the Company is: 1933 Tigertail Boulevard, Dania Beach, Florida 33004.

ARTICLE 3

Duration

The duration of the Company shall begin with the date of filing of Articles of Organization with the Secretary of State of the State of Florida, and shall be perpetual, or until the Company is sooner terminated in accordance with the terms of these Articles of Organization, the Company's Operating Agreement, or as otherwise provided by law.

FILED
07 AUG 29 AM 10:46
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

ARTICLE 4

Purpose

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE 5

Members

The Company shall have at least one member and may admit additional members in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

ARTICLE 6

Capital Contributions

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

ARTICLE 7

Members Rights to Continue Business

In the event of the resignation, expulsion, bankruptcy, or dissolution of a member of the Company, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall continue in existence and the remaining members may continue the business of the Company unless the majority-in-interest of the then remaining members consent in writing to the dissolution of the Company.

ARTICLE 8

Indemnification

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

07 AUG 29 AM 10:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 2

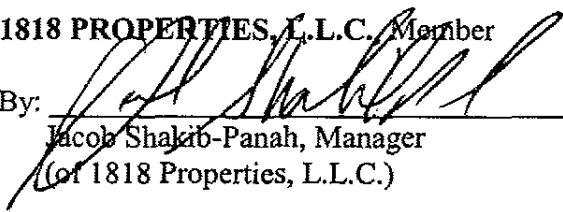
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3120 Pine Tree Drive, Miami Beach, Florida 33140 and the name of the initial registered agent of this Corporation at that address is Adrian Green.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization this ^{effective /} 1st day of January, 2007.

1818 PROPERTIES, L.L.C. Member

By:


Jacob Shakib-Panah, Manager
(of 1818 Properties, L.L.C.)

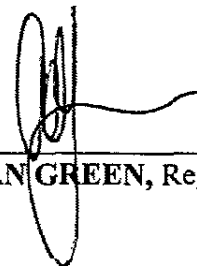

ADRIAN GREEN, Member


YVES BARROUKH, Member

07 AUG 29 AM 10:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: Effective January 1, 2007


ADRIAN GREEN, Registered Agent