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JOSE A. RODRIGUEZ, P.A.

Attorney At Law

150 Alhambra Circle, Suite 1270, Coral Gables, Florida 33134

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. LO2-21372 (Corporation Name) 9/16 amend of MJH (Document #)
2. _____ (Corporation Name) restated (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time Certified Copy
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NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

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 TALLAHASSEE FLORIDA

Examiner's Initials

**SECOND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

These Second Amended and Restated Articles of Organization for Fortune International Weston LLC, shall be effective as of the date of filing with the Department of State pursuant to section 608.411, Florida Statutes. The original Articles of Organization were filed on August 20, 2002 effective August 19, 2002. The Amended and Restated Articles were filed September 5, 2002 effective September 6, 2002. 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 Second Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

The name of this Florida limited liability company is:
Fortune International Weston LLC

Article II. Address

The Company's street and mailing address is:

Fortune International Weston LLC
1300 Brickell Avenue
Miami, Florida 33133

Article III. Registered Agent

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

Jose A. Rodriguez
150 Alhambra Circle
Suite 1270
Coral Gables, Florida 33134

Jose A. Rodriguez, Esquire | FL Bar Member 0989444
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables, FL 33134
Telephone 305-445-6600

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Article IV. 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 V. Management

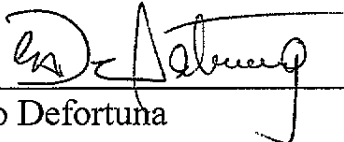
This will be a member-managed company. The name of each manager is:

Weston Investment Group, Inc.
Continental Holdings LLC

Article VI. Effective Date of Amended and Restated Articles of Organization

The effective date of the Amended and Restated Articles of Organization shall be the date of filing with the Department of State.

The undersigned authorized representative of a member executed these Amended and Restated Articles of Organization on September 11, 2002.



by Edgardo Defortuna

Jose A. Rodriguez, Esquire | FL Bar Member 0989444
Jose A. Rodriguez, P.A.
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Suite 1270
Coral Gables, FL 33134
Telephone 305-445-6600