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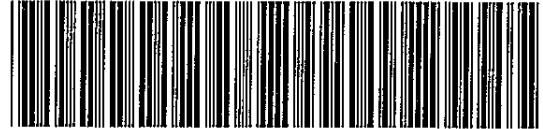
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TALLAHASSEE, FLORIDA

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JOSE A. RODRIGUEZ, P.A.
ATTORNEY AT LAW

150 ALHAMBRA CIRCLE, SUITE 1270
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 445-6600
TELECOPIER (305) 444-5004

September 30, 2003

Via Regular U.S. Mail

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Organization for
Vivai International LLC

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03 OCT -3 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed are the Amended and Restated Articles of Organization for Vivai International LLC, together with our firm's check in the amount of \$35.00 representing the filing fee. Please file the Amendment of record and return a conformed copy to this office.

Thank you,

Jose A. Rodriguez, P.A.



Marisol Gomez,
Legal Assistant
For the Firm

enclosures

AMENDED AND RESTATED ARTICLES ORGANIZATION

These Amended and Restated Articles of Organization for Vivai International 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 September 5, 2002, effective September 4, 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 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:
VIVAI INTERNATIONAL LLC

Article II. Address

The Company's street and mailing address is:

Vivai International LLC
1300 Brickell Avenue
Miami, FL 33131

Article III. Registered Agent

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

Milagros Sanchez
1300 Brickell Avenue
Miami, Florida 33131

Jose A. Rodriguez, Esquire | FL Bar Member 989444
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables, FL 33134
Telephone 305-445-6600

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TALLAHASSEE, FLORIDA

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 manager-managed company. The name of each manager shall be:

VIVAI INTERNATIONAL MANAGEMENT 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 30, 2003.


by: Daniel Baikovicius

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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