

Division of Corporations

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Florida Department of State
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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

LIMITED LIABILITY AMENDMENT**DECOART, LLC**

Certificate of Status	1
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

These Amended and Restated Articles of Organization were adopted effective July 11, 2003 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: DecoArt, LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on November 15, 2002.

Article III. Address

The Company's street and mailing address is:

DecoArt, LLC
8290 NW 67th Street
Miami FL 33126

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

Corporate Creations International Inc.
941 Fourth Street #200
Suite 226
Miami Beach FL 33139
(305) 672-0686

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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 FERNANDO GUARDAZZI

8290 NW 67th Street Miami FL 33126

ALEXANDER CALZADILLA QUINTERO

8290 NW 67th Street Miami FL 33126

JORGE HUMBERTO PEREZ MAYZ

8290 NW 67th Street Miami FL 33126

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.

DecoArt, LLC

By: 

by V. Cine as attorney-in-fact

Name: Karla Sarria

Title: Vice President

Date: July 11, 2003

Corporate Creations International Inc.

941 Fourth Street #200

Suite 225

Miami Beach FL 33139

(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

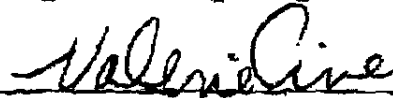
CORPORATION:

DecoArt, 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: July 11, 2003

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Suite 226
Miami Beach FL 33139
(305) 672-0686**

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