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LIMITED LIABILITY AMENDMENT

MEPOSA INVESTMENTS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	95 7
Estimated Charge	\$55.00

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR MEPOSA INVESTMENTS, LLC**

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the Articles of Organization for MEPOSA INVESTMENTS, LLC, which were originally filed on January 7, 2003, are restated in their entirety to read as follows:

"ARTICLE I - NAME

The name of the Limited Liability Company is MEPOSA INVESTMENTS, LLC, which is its original name and which has never been amended.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Mercedes Lourdes Polanco, 11050 Marin Street, Coral Gables, FL 33156.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MEMBER UNITS

The Limited Liability Company is authorized to issue 10,000 units of membership interest, which units shall evidence the interest of the members of the Limited Liability Company, which units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

ARTICLE V - MANAGEMENT

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

Prepared by Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, phone: (954)966-2112

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5.2 The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The names and addresses of the managers of the Limited Liability Company are:

Mercedes Lourdes Polanco
11050 Marin Street
Coral Gables, FL 33156

Gerardo A. Polanco
11050 Marin Street
Coral Gables, FL 33156

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning all the issued and outstanding Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning all of the issued and outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning all of the issued and outstanding Member Units of the Limited Liability Company.

ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the approval of members owning a majority of the issued and outstanding Member Units of the Limited Liability Company.

ARTICLE VIII - WITHDRAWAL

The Members of the Limited Liability Company shall have the right to withdraw as a member with (i) six (6) months prior notice and (ii) with the unanimous consent of all the members.

ARTICLE IX - DISTRIBUTION

The purpose of the Limited Liability Company is to engage in one or more businesses and/or to invest and reinvest its assets. Accordingly, no distribution is contemplated. Notwithstanding the foregoing, the Board of Managers and all of the members may consent to a distribution. All distributions shall be in the form of insurance company annuity contracts with the respective member as the annuitant, unless the Board of Managers and all of the members consent otherwise.

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ARTICLE X - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company. Notwithstanding the foregoing, MERCEDES LOURDES POLANCO is hereby appointed President of the Company. GERARDO A. POLANCO is hereby appointed Secretary and Treasurer of the Company.

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

All, but not less than all, of the members may consent to an amendment to the Articles of Organization.

ARTICLE XII - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law."

ARTICLE XIII - DESIGNATION OF REGISTERED AGENT

The name and address of the Registered Agent Designated for the Company is:

MERCEDES LOURDES POLANCO
11050 Marin Street
Coral Gables, FL 33156"

The above Amended and Restated Articles of Organization for MEPOSA INVESTMENTS, LLC were authorized by all the members of MEPOSA INVESTMENTS, LLC on February 28th, 2005.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Restated and Amended Articles of Organization this 28th day of February, 2005.

Mercedes L. Polanco
MERCEDES LOURDES POLANCO, Manager
Gerardo A. Polanco
GERARDO A. POLANCO, Manager

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes affirmation under the penalties of perjury that the facts stated herein are true.)

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is MEPOSA INVESTMENTS, L.L.C.
2. The name and the Florida street address of the registered agent are:

Mercedes Lourdes Polanco
11050 Marin Street
Coral Gables, FL 33156

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.


MERCEDES LOURDES POLANCO,
Registered Agent

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