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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 375416 5014227

AUTHORIZATION

Patricia Pigute

COST LIMIT : \$ 115.00

FILED
DEC 24 11 09 AM '03
CLERK OF DISTRICT COURT
JULIA M. SCOTT, CLERK
FORT LAUDERDALE, FLORIDA

ORDER DATE : December 24, 2003

ORDER TIME : 3:40 PM

ORDER NO. : 375416-005

CUSTOMER NO: 5014227

CUSTOMER: Natalia V. Poliakova, Esq.
Becker & Poliakoff, P.a.
Po Box 9057

Fort Lauderdale, FL 33310-9057

DOMESTIC AMENDMENT FILING

NAME: MEGAIMPEX, LLC

EFFECTIVE DATE:

 ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (3)
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
MEGAIMPEX, LLC**

Pursuant to Sections 608.411 of the Florida Limited Liability Company Act, the Articles of Organization of **MEGAIMPEX, LLC** originally filed with the Secretary of State of the State of Florida on February 14, 2003, are hereby amended and restated in their entirety as follows:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is Megaimpex, LLC.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is c/o Becker & Poliakoff, P.A., 3111 Stirling Road, Ft. Lauderdale, FL 33312, Att. Natalia V. Poliakova, Esq.

ARTICLE III — Registered Agent:

The name and the Florida street address of the initial registered agent are Natalia V. Poliakova, 3111 Stirling Road, Ft. Lauderdale, FL 33312.

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 as provided for in Chapter 608, F.S.

Natalia V. Poliakova

Registered Agent's Signature

ARTICLE IV — Management:

The name and address of each Manager or Managing Member of the Company is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address

MGR

Alec Tolmazin
1 West 67th Street, Apt. 414
New York, NY 10023

MGR

Allen Boxer
Essex Tower 340 Sunset Drive, Apt. 901
Fort Lauderdale, Florida 33140

FILED
NOV 14 2003
STATE
OF FLORIDA
TALLAHASSEE

ARTICLE V — Limitation on Agency Authority of Members:

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. These Amended and Restated Articles of Organization are duly executed and are being filed in accordance with Section 608.411, Florida Statutes and have been approved by the Manager and all Members of this company).

IN WITNESS WHEREOF, I have signed these Articles of Organization and
acknowledged them to be my act this 24th day of December, 2003.

FINSTAR FINANCIAL GROUP, LLC,
the sole Member of Megaimpex, LLC

By:



Allen Boxer, President