

# L03000014599

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To:  
Division of Corporations  
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**  
**GEM GLOBAL MANAGEMENT LLC**

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## AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective July 7, 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: GEM GLOBAL MANAGEMENT LLC  
Old Name:

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on April 22, 2003.

### Article III. Address

The Company's street and mailing address is:

GEM GLOBAL MANAGEMENT LLC  
P.O. Box 613091  
North Miami FL 33261

### Article IV. Registered Agent

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

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410 UNITED STATES

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(561) 694-8107

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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 manager-managed company. The name of each manager is:

SERGE CASIMIR

P.O. Box 613091 North Miami FL 33261

BRIAN BACHOO

P.O. Box 613091 North Miami FL 33261

JUAN PIEDRAHITA

P.O. Box 613091 North Miami FL 33261

STEPHANIE DORCELY BACHOO

P.O. Box 613091 North Miami FL 33261

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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.

GEM GLOBAL MANAGEMENT LLC

By: 

D. Stout as attorney-in-fact

Name: Juan Piedrahita

Title: Manager

Date: July 7, 2003

Corporate Creations International Inc.

941 Fourth Street

Miami Beach FL 33139

(561) 694-8107

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

**GEM GLOBAL MANAGEMENT LLC**

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**REGISTERED AGENT/OFFICE:**

**Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410**

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.



**CORPORATE CREATIONS NETWORK INC.  
D. Stoutt as attorney-in-fact**

**Date: July 7, 2003**

**Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(561) 694-8107**

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