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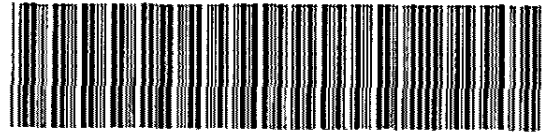
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TALLAHASSEE, FLORIDA
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 3, 2004

PEREZ-ABREU & MARTIN-LAVIELLE
901 PONCE DE LEON BLVD, STE 502
CORAL GABLES, FL 33134

SUBJECT: 801 MONTEREY, L.L.C.
Ref. Number: L03000031507

We have received your document for 801 MONTEREY, L.L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A statement that the document was duly executed and filed in accordance with section 608.411, Florida Statutes, must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 804A00029937

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
801 MONTEREY LLC
(the "Company" hereinafter)**

WHEREAS, 801 MONTEREY LLC, was organized under Articles of Organization filed with Florida's Department of State on August 22nd, A.D. 2003 and assigned then document number L03000031507 (the initial "Articles" of Organization);

WHEREAS, the sole managing member of the Company who was designated in such the initial Articles of Organization was Agustin de Goytisolo, Jr., and as other individuals had been agrees also be managing members of this Company;

NOW THEREFORE, the sole managing member of the Company desires to amend and restate the Articles of Organization, that hereinafter shall be deemed to re-amended and restated as expressed below:

ARTICLES I-Name

The name of the limited Liability is 801 Monterey LLC, sometimes hereinafter referred as the "Company".

ARTICLES II-Address

The mailing address and street address of the principal office of the Company is 901 Ponce de Leon Blvd., Suite 502, Coral Gables, Florida 33134. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE III-Effective Date and Duration

This Company commenced on August 22nd, A.D., 2003 when these Articles of Organization were filed with Florida's Department of State; provided, however, that the Company adopts and accepts any acts or contracts entered by it's initial managing members as of August 15th A.D., 2003 (it's "Effective Date").

This Limited Liability Company (LLC) is to exist perpetually unless the LLC is dissolved earlier as provided in these Articles of Organization or in the Regulations. The remaining members may vote to continue the Limited Liability Company's business without regard to 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 in the Limited Liability Company.

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ARTICLE IV-Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which companies may be organized under Chapter 608, Florida Statutes, as amended and supplemented from time to time.

ARTICLE V-Membership

Initially, the Limited Liability Company shall have three members. These three members comprise the Board of Managers. The name, address and percentage of membership interests are:

<u>Name</u>	<u>Address</u>	<u>Interest</u>
Agustin G. de Goytisolo	1550 Madruga Ave., Suite 403, Coral Gables, Fl. 33146	50%
Javier Perez-Abreu and Dulce Perez-Abreu	901 Ponce de Leon Blvd., Suite 502, Coral Gables, Fl. 33134	25%
Ana Martin-Lavielle and Victor J. Pujals	901 Ponce de Leon Blvd., Suite 502, Coral Gables, Fl. 33134	25%

All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by unanimous vote may sell further memberships as they deem necessary at a price to be determined in their discretion. Any new membership interests shall reduce the existing percentages pro-rata. However, whenever new membership interests are sold the existing members shall have preemptive rights.

ARTICLE VI-Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be set forth in the Regulations adopted by the members.

ARTICLE VII-Members Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to

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continue the business (on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company) shall be set forth in the Regulations adopted by the members.

ARTICLE VIII-Initial and Authorized Capital

The amount of capital which this Limited Liability Company will begin business is not less than \$100.00 to be contributed in the percentages (interest), as set out in Article V. The authorized capital shall be \$900,000.00, but may be increased by amended these articles as provided in Article IX.

ARTICLE IX-Amendment

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a unanimous vote of the membership entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

ARTICLE X-Management of Company

The business of the Company shall be manager-managed by two (2) initial Managers. The Managers shall hold the office and have the responsibility accorded to them by the members and set out in the Company's Operating Agreement. The name and address of the initial managers, who shall act severally, are:

Agustin G. de Goytisolo
1550 Madruga Avenue, Suite 403
Coral Gables, Florida 33146

Javier Perez-Abreu, Esq.
901 Ponce de Leon Blvd., Suite 502
Coral Gables, Florida 33134

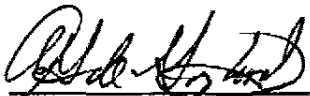
ARTICLE XI-Registered Office and Registered Agent

That 801 Monterey LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates Javier Perez-Abreu as its Registered Agent, to accept services within the State. The street address of the registered office of the Limited Liability Company shall be 901 Ponce de Leon Blvd., Suite 502, Coral Gables, Florida 33134.

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TALLAHASSEE, FLORIDA

This document was duly executed and filed in accordance with section 608.411, Florida Statutes.

IN WITNESS WHEREOF, the hand and seal of the members in Miami-Dade County, State of Florida, this 10 day of May, 2004.



Agustin G. de Goytisoló
Initial Sole Managing Member

AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That 801 Monterey LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named Javier Perez-Abreu as its Agent to accept service within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Javier Perez-Abreu
Registered Agent

Date

4/16/04

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TALLAHASSEE, FLORIDA

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