

# L030000035074

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000279033 2)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

FILED  
AND  
03 SEP 18 PM 1:55  
SECRETARY OF STATE  
HALL ARABASSI FLOOR 1000

RECEIVED  
03 SEP 18 PM 1:00  
DIVISION OF CORPORATION

**LIMITED LIABILITY AMENDMENT**  
**INVERSIONES DE SUD AMERICA, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$25.00

DB  
9-18-03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 18, 2003

INVERSIONES DE SUD AMERICA, LLC  
2101 NW CORPORATE BLVD., STE. 107  
BOCA RATON, FL 33431

SUBJECT: INVERSIONES DE SUD AMERICA, LLC  
REF: L03000035074

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The entity's date of incorporation/organization must be listed in the document.

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

FAX Aud. #: H03000279033  
Letter Number: 703A00051703

SEP 18 2003 1:55  
TALLAHASSEE, FL 32314

03 SEP 18 PM 1:55

FILED

403000279033

(3)

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION OF  
INVERSIONES DE SUD AMERICA, LLC**

The undersigned hereby executes these Amended and Restated Articles of Organization of Inversiones De Sud America, LLC, the original Articles being filed on September 16, 2003, for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

**ARTICLE I**

**NAME**

The name of the Company shall be INVERSIONES DE SUD AMERICA, LLC.

**ARTICLE II**

**PRINCIPAL PLACE OF BUSINESS**

The street address of the principal office of the Company is 31 Route 281 North, Lake Toxaway, North Carolina, 28747, and the mailing address is 2101 NW Corporate Boulevard, Suite 107, Boca Raton, Florida 33431.

**ARTICLE III**

**REGISTERED OFFICE AND  
REGISTERED AGENT &  
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

M & W Agents, Inc.  
2101 Corporate Blvd., Suite 107

Donald R. Tescher, Esq.  
Tescher Chaves Rubin & Forman, PA  
2101 Corporate Blvd., Suite 107  
Boca Raton, Florida 33431  
(561) 998-7847  
Fla. Bar No. 121088

403000279033

03 SEP 18 PM 1:55  
FILED  
CLERK OF DISTRICT COURT  
CLERK OF DISTRICT COURT  
CLERK OF DISTRICT COURT

H03000279033

Boca Raton, FL 33431

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.



Registered Agent's Signature

#### ARTICLE IV

#### MANAGEMENT

The Company is to be a member-managed Company.

#### ARTICLE V

#### DURATION

The Company shall commence upon filing of these Articles and shall continue in perpetuity unless sooner terminated by operation of law or agreement among the Company's members.

-000-

Duly executed and filed in accordance with Section 608.411, Florida Statutes, by the undersigned authorized representative of the Members on September 18, 2003.



DONALD R. TESCHER, ESQUIRE  
Donald R. Tescher, Esquire  
Tescher Gutter Chaves Josepher Rubin Ruffin &  
Forman, P.A.  
2101 NW Corporate Blvd., Suite 107  
Boca Raton, FL 33431  
Tel: 561-998-7847

03 SEP 18 PM 1:55  
FILED

AND  
FILED

H03000279033