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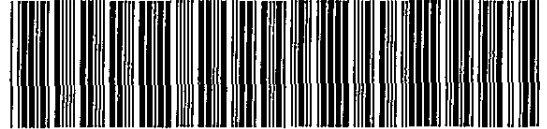
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2004 MAR 15 PM 12:36  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN MAR 25 2004

JOSE A. RODRIGUEZ, P.A.  
ATTORNEY AT LAW

150 ALHAMBRA CIRCLE, SUITE 1270  
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 445-6600  
TELECOPIER (305) 444-5004

March 11, 2004

Via Regular U.S. Mail

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
2004 MAR 15 PM 12:36  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**Re: Amended and Restated Articles of Organization for Solid Soil LLC**

Dear Sir/Madam:

Enclosed are the Amended and Restated Articles of Organization for the above referenced LLC, together with our firm's check in the amount of \$35.00 representing the filing fee for same. Please file the Amendment of record and return a conformed copy to this office as soon as possible.

Thank you,

Jose A. Rodriguez, P.A.



Marisol Gomez,  
Legal Assistant  
For the Firm

enclosures

## **AMENDED AND RESTATED ARTICLES ORGANIZATION**

**These Amended and Restated Articles of Organization for Solid Soil LLC shall be effective as of the date of filing with the Department of State pursuant to section 608.411, Florida Statutes. The original Articles of Organization were filed on October 7, 2003 effective October 6, 2003. 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**

The name of this Florida limited liability company is:  
Solid Soil LLC

### **Article II. Address**

The Company's street and mailing address is:

Solid Soil LLC  
c/o Jose A. Rodriguez, P.A.  
150 Alhambra Circle, Suite 1270  
Coral Gables, FL 33134

### **Article III. Registered Agent**

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

Jose A. Rodríguez, P.A.  
150 Alhambra Circle  
Suite 1270  
Coral Gables, Florida 33134

**Jose A. Rodriguez, Esquire | FL Bar Member 0989444  
Jose A. Rodriguez, P.A.  
150 Alhambra Circle  
Suite 1270  
Coral Gables, FL 33134  
Telephone 305-445-6600**

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#### **Article IV. 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 V. Management**

This will be a member-managed company. The name of each member is:

GERMAN GONZALEZ

c/o Jose A. Rodriguez, P.A., 150 Alhambra Circle, Suite 1270, Coral Gables, FL 33134

ANPA TECNOLOGIA LTDA.

c/o Jose A. Rodriguez, P.A., 150 Alhambra Circle, Suite 1270, Coral Gables, FL 33134

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#### **Article VI. Effective Date of Amended and Restated Articles of Organization**

The effective date of the Amended and Restated Articles of Organization shall be the date of filing with the Department of State.

The undersigned authorized representative of a member executed these Amended and Restated Articles of Organization on March 11, 2004.

  
by Jose A. Rodriguez

Jose A. Rodriguez, Esquire | FL Bar Member 0989444  
Jose A. Rodriguez, P.A.  
150 Alhambra Circle  
Suite 1270  
Coral Gables, FL 33134  
Telephone 305-445-6600