

W03000052547

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Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

W03-52547

LIMITED LIABILITY AMENDMENT

BAY DEVELOPMENT PARTNERS, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BAY DEVELOPMENT PARTNERS, LLC**

The undersigned, Juan Pablo Bayona, as the sole member of Bay Development Partners, LLC, a limited liability company organized and existing under the law of the State of Florida (the "Company"), does hereby certify pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act (the "Act"):

ONE: The Articles of Organization of the Company were filed with the Secretary of State of the State of Florida on December 12, 2003.

TWO: The Articles of Organization of the Company are hereby amended and restated in their entirety to read as follows:

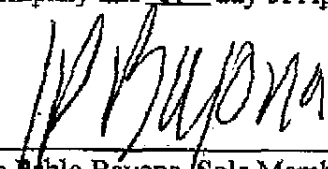
1. The name of the limited liability company is Bay Development Partners, LLC.
2. The mailing address and street address of the principal office of the limited liability company is 444 Brickell Avenue, Suite 417, Miami, Florida 33131.
3. The name and street address of the registered agent of the limited liability company are Juan Pablo Bayona, 444 Brickell Avenue, Suite 417, Miami, Florida 33131.
4. The limited liability company will be managed by its members. The name and mailing address of the sole member are Juan Pablo Bayona, 444 Brickell Avenue, Suite 417, Miami, Florida 33131.

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IN WITNESS WHEREOF, these Amended and Restated Articles of Organization of the Company have been duly executed and are being filed in accordance with the provisions of Section 608.411 of the Act by the sole member of the Company this 30th day of April, 2004.



Juan Pablo Bayona, Sole Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, who has been designated in the foregoing Amended and Restated Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: April 30, 2004.



Juan Pablo Bayona, Registered Agent