

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : SHUTTS & BOWEN, LLP
Account Number : 076447000313
Phone : (305)358-6300
Fax Number : (305)347-7776

LIMITED LIABILITY AMENDMENT

SQUARE FIVE L.L.C.

Certificate of Status	0
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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF SQUARE FIVE L.L.C.**

SQUARE FIVE L.L.C., a Florida limited liability company (the "Company"), pursuant to Florida Statute 608.411, hereby amends and restates in its entirety the Articles of Organization of SQUARE FIVE L.L.C., which were filed with the Florida Department of State on January 15, 2004.

ARTICLE I - NAME

The name of the Florida Limited Liability Company is Square Five L.L.C.

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of Square Five L.L.C. is as follows:

10540 N.W. 26th Street, G-203
Miami, Florida 33172

ARTICLE III - DURATION

The period of duration for Square Five L.L.C. is permanent.

ARTICLE IV - MANAGEMENT

Square Five L.L.C. is to be managed by the managers who need not be members of Square Five L.L.C. The names and addresses of such managers are as follows:

Romano Palenzona
10540 N.W. 26th Street, G-203
Miami, Florida 33172

Patrizia Palenzona
10540 N.W. 26th Street, G-203
Miami, Florida 33172

FILED
CLERK OF DISTRICT COURT
JAN 15 2004
MIAMI, FLORIDA

ARTICLE V - REGISTERED AGENT AND OFFICE

The name of the initial registered agent of Square Five L.L.C. is:

Romano Palenzona
10540 N.W. 26th Street, G-203
Miami, Florida 33172

ARTICLE VI - MISCELLANEOUS

The right of the member to admit additional members and the terms and conditions of the admissions, and the right of the remaining members to continue the business on the 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 shall be as set forth in the Regulations and Operating Agreement. Additional Members may not be admitted without the consent of the Executive Board.

Dated this 30 day of January, 2004.

MARKET PLAZA, INC., a Florida Corporation
Sole Member of Square Five L.L.C.

By: 

Printed Name: Romano Palenzona
Title: President