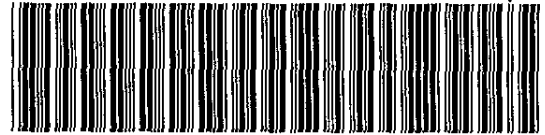


L04000010396

DEC 15 P 2:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



200040122312

SCOTT G. VILLANUEVA
ATTORNEY AT LAW
1221 BRICKELL AVENUE, SUITE 918
MIAMI, FL 33131

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

L04-10396

(Document Number)

12/20/04--01004--020 **25.00

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 7, 2004

SCOTT G. VILLANUEVA
1221 BRICKELL AVE.
SUITE 918
MIAMI, FL 33131

SUBJECT: 9 QUEENS, LLC
Ref. Number: L04000010396

FILED
2004 DEC 15 P 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for 9 QUEENS, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$25.00.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 304A00068459

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
9 QUEENS, LLC**

FILED

2004 DEC 15 P 2:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Member and Organizer of the Limited Liability Company which was formed on February 6, 2004 by the filing of its Articles of Organization under the Florida Statutes, does hereby adopt the following Amended And Restated Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

9 Queens, LLC

SECOND: The Company shall remain in existence until dissolved by the Members.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 1221 Brickell Avenue, Suite 918, Miami, FL 33131, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Scott G. Villanueva, Esq..

FIFTH: The mailing address and principal office of the Limited Liability Company is 1221 Brickell Avenue, Suite 918, Miami, FL 33131.

SIXTH: The Limited Liability Company is to be managed by the Manager. The name and addresses of the initial Manager is: Alberto Ortega Suarez, having an address at 1221 Brickell Avenue, Suite 918, Miami, FL 33131

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the sole Member is \$100.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The membership interests of the Members are evidenced by Certificates of Membership.

FILED

TENTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

2004 DEC 15 P 2:15

ELEVENTH: The name and address of the sole Member and Organizer of the Limited Liability Company is: Mayfox International S.A., a Uruguayan corporation, having an address at Calle Soriano Nro 1140, Bis Ap. 102, Montevideo, Uruguay

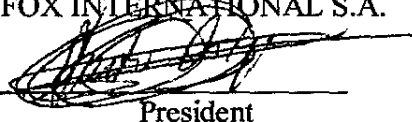
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TWELFTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these Amended And Restated Articles of Organization on November 15, 2004.

MAYFOX INTERNATIONAL S.A.

By



President

FILED

**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

2004 DEC 15 P 2:15

I, having been named as Registered Agent for 9 Queens, LLC, hereby voluntarily consent to serve as Registered Agent for 9 Queens, LLC.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes, and I hereby accept those duties and responsibilities.

Dated: November 15, 2004



Scott G. Villanueva, Esq.