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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
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**LIMITED LIABILITY AMENDMENT**  
**VERTICAL CITY OF THE AMERICAS LLC**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 JUN 13 AM 8:25

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*W. H. Hest*

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## AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted June 13, 2005 by the members pursuant to section 608.411, Florida Statutes. 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

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Vertical City of the Americas LLC  
Old Name:

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on May 24, 2004.

### Article III. Address

The Company's street and mailing address is:

Vertical City of the Americas LLC  
701 Brickell Avenue  
Suite 1800  
Miami FL 33131

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TALLAHASSEE, FLORIDA

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### Article IV. Registered Agent

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

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410 UNITED STATES

Felipe Garcia | FL Bar Member  
Ruden McClosky Smith Schuster & Russell, P.A.  
701 Brickell Avenue  
Suite 1900  
Miami FL 33131  
305-789-2762

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Article V. 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 VI. Management

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

FELIPE GARCIA ORTEGA

701 Brickell Avenue Suite 1800 Miami FL 33131

FERNANDO GARCIA ORTEGA

701 Brickell Avenue Suite 1800 Miami FL 33131

Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Vertical City of the Americas LLC

By: \_\_\_\_\_

Name: Felipe Garcia Ortega

Title: Member

Date: June 13, 2005

Felipe Garcia | FL Bar Member

Ruden McClosky Smith Schuster & Russell, P.A.

701 Brickell Avenue

Suite 1900

Miami FL 33131

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Vertical City of the Americas LLC

**REGISTERED AGENT/OFFICE:**

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
CORPORATE CREATIONS NETWORK INC.  
Taide Baez, Vice President

Date: June 13, 2005

Felipe Garcia | FL Bar Member  
Ruden McClosky Smith Schuster & Russell, P.A.  
701 Brickell Avenue  
Suite 1900  
Miami FL 33131  
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