

Florida Department of State
Division of Corporations
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To:
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From:
Account Name : JAM MARK LIMITED
Account Number : I20000000112
Phone : (305) 789-7758
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LIMITED LIABILITY AMENDMENT

VERTICAL CITY OF THE AMERICAS LLC

Certificate of Status	1
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05 JUN 29 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/28/2005 11:00 AM

DIVISION OF CORPORATIONS

**SECOND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
VERTICAL CITY OF THE AMERICAS LLC**

The undersigned, as Manager of VERTICAL CITY OF THE AMERICAS LLC (the "Company") desires to amend and restate the articles of organization of the Company as filed with the Florida Department of State on May 25, 2004, and assigned document number L04000039794 and later amended and restated on June 13, 2005, under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes. The following Second Amended and Restated Articles of Organization amend and restate the provisions of the Company's Articles of Organization in their entirety. The undersigned confirms that these Second Amended and Restated Articles of Organization were approved by the member holding at least a majority of the ownership interests in the Company:

ARTICLE I

NAME

The name of the limited liability company is VERTICAL CITY OF THE AMERICAS LLC.

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Avenue
Suite 1800
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company hereby replaces its registered agent and registered office which was Corporate Creations Network Inc. located at 11380 Prosperity Farms Road #221E, Palm Beach Gardens, Florida 33410 and designates 701 Brickell Avenue, Suite 1800, Miami, Florida 33131 as the street address of the registered office of the Company and names Guillermo Socarras as the Company's registered agent at that address to accept service of process within this state.

ARTICLE IV

TRANSFERABILITY OF MEMBERSHIP INTERESTS

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No members shall have the right to assign their membership interests of 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 power 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

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

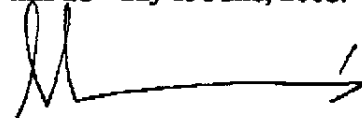
ARTICLE VI

MANAGERS

The name and address of the Manager of the Company is:

Guillermo Socarras
701 Brickell Avenue
Suite 1800
Miami, Florida 33131

The undersigned has executed this instrument this 28th day of June, 2005.


Guillermo Socarras, Manager

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for VERTICAL CITY OF THE AMERICAS LLC to accept service of process at the place designated in these Second Amended and Restated Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 28th day of June, 2005.

By: 
Guillermo Socarras

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