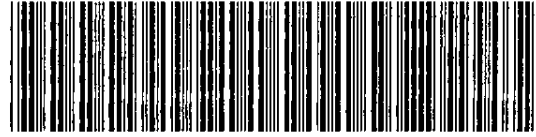


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T. HAMPTON

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EXAMINER

LAW OFFICES
DONLEVY-ROSEN & ROSEN
PROFESSIONAL ASSOCIATION
2121 PONCE DE LEON BOULEVARD - SUITE 320
CORAL GABLES, FLORIDA 33134

HOWARD D. ROSEN
PATRICIA DONLEVY-ROSEN
(ALSO ADMITTED IN NEW YORK)

TELEPHONE (305) 447-0061
TELECOPIER (305) 447-9888
INTERNET: PROTECTYOU.COM

March 11, 2011

Division Of Corporations
Florida Department of State
2661 Executive Center Circle
Tallahassee, FL 32314

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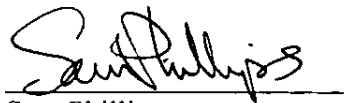
Dear Sir/Madam,

Please find enclosed:

- (1) Amended & Restated Articles of Organization for Okeechobee Ventures LLC, document number L04000044452, for filing.
- (2) Check number 2737 in the amount of \$25 to cover filings fees.
- (3) A pre-paid return envelope.

Do not hesitate to contact me with any questions.

Sincerely,



Sam Phillips
Paralegal

SP/ns
Encs.

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

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OF

OKEECHOBEE VENTURES LLC

WHEREAS, the original Articles of Organization for Rosen – Warren Wilmington LLC (the “Company”), a Florida limited liability company, were filed on June 11, 2004, and were then assigned Florida document number L04000044452, and;

WHEREAS, Articles of Amendment, filed November 8, 2004, changed the name of the Company to “Okeechobee Ventures LLC”, and;

WHEREAS, the Members and Managers of the Company wish to amend and restate the Articles of Organization of the Company to change the Company from a member-managed to a manager-managed limited liability company;

NOW THEREFORE LET IT BE KNOWN that the Members and Managers of the Company, pursuant to §608.411, Florida Statutes, do adopt these Amended and Restated Articles of Organization and designate the Company as a manager-managed limited liability company, and;

FURTHER LET IT BE KNOWN that these Amended and Restated Articles of Organization do hereby replace and supersede any prior Articles of Organization or amendments thereto, and;

FURTHER LET IT BE KNOWN that these Amended and Restated Articles of Organization do hereby constitute entirely the Articles of Organization for the Company.

**Article I.
NAME**

The name of the Company is Okeechobee Ventures LLC.

**Article II.
ADDRESS**

The mailing and street address of the principal office of the Company is 2665 S. Bayshore Drive, Suite 701, Miami, Florida 33133.

**Article III.
PURPOSE**

The purpose for which the Company is organized is any and all lawful business.

**Article IV.
REGISTERED AGENT**

The name and street address of the registered agent for service of process of the Company in the State of Florida are:

Clifford D. Rosen
2665 S. Bayshore Drive, Suite 701
Miami, Florida 33133

**Article V.
MANAGER-MANAGED COMPANY**

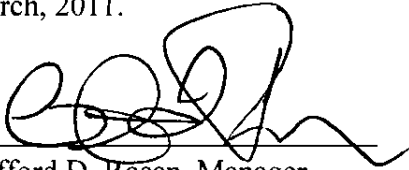
The Company shall be managed by a manager, in accordance with an Operating Agreement to be adopted by the members and managers. All prior managing members, including Clifford D. Rosen, shall be removed, and the Company's records updated accordingly.

**Article VI.
MANAGER**

The names and addresses of the Managers are:

Clifford D. Rosen
2665 S. Bayshore Drive, Suite 701
Miami, Florida 33133

In Witness Whereof, the undersigned ratifies these Articles of Amendment this 3rd day of March, 2011.



Clifford D. Rosen, Manager
On Behalf of the Members
of the Company

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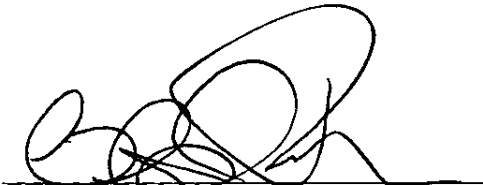
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE AGENT**

Pursuant to the provisions of Section 608.415 OR 608.507, Florida Statutes, the below named limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is Okeechobee Ventures LLC.
2. The name and Florida street address of the registered agent are:

Clifford D. Rosen
2665 S. Bayshore Drive, Suite 701
Miami, Florida 33133

Having been duly named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.


Clifford D. Rosen, Registered Agent

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