

Division of Corporations

https://efile.sunbiz.org/scripts/efilecovr.exe

2005 JUN 13 A 7:56

Florida Department of State
Division of Corporations
Public Access System

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000146053 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

RECEIVED

05 JUN 13 PM 4:18

DIVISION OF CORPORATIONS

LIMITED LIABILITY AMENDMENT

VCA MANAGEMENT COMPANY, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$25.00

Electronic Filing Menu

Corporate Filing

Public Access Help

H05000115113

FILED

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

2005 JUN 13 A 7:56

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: VCA Management Company, LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on October 21, 2004.

Article III. Address

The Company's street and mailing address is:

VCA Management Company, LLC
701 Brickell Avenue
Suite 1800
Miami FL 33131

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

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

H05000115113

Copyright © 1993-2004 CC

FILED

H05000115113

2005 JUN 13 A 7:56

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.

VCA Management Company, LLC

By: _____

Name: Felipe Garcia Ortega

Title: Member

Date: June 13, 2005

Ruden McClosky Smith Schuster & Russell, P.A.
701 Brickell Avenue
Suite 1800
Miami FL 33131
305-789-2782

H05000115113

Copyright © 1993-2004 CC

H05000115113

FILED

2005 JUN 13 A 7:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

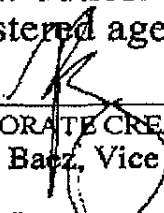
CORPORATION:

VCA Management Company, 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

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

H05000115113