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LIMITED LIABILITY AMENDMENT

MONTECIDO KEY MARKETING LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 JAN 11 PM 1:57

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted 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: Montecito Key Marketing LLC

Old Name: Montecido Key Marketing LLC

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on January 7, 2005.

Article III. Address

The Company's street and mailing address is:

Montecito Key Marketing LLC
201 South Biscayne Boulevard
Suite 850
Miami FL 33131

Article IV. Registered Agent

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

Rossz Fiu Corporation
201 South Biscayne Boulevard
Suite 850
Miami FL 33131

Article V. Transferability of Membership Interests

Jan Carson Cheezem | FL Bar Member 335193
Cohen | Fox P.A.
201 South Biscayne Boulevard
Suite 850
Miami FL 33131
305-702-3000

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TALLAHASSEE, FLORIDA

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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:

EDUARDO AVILA

201 South Biscayne Boulevard Suite 850 Miami FL 33131

CARLOS E. AVILA

201 South Biscayne Boulevard Suite 850 Miami FL 33131

EDWARD CONK

201 South Biscayne Boulevard Suite 850 Miami FL 33131

ROBERT NEYLAND

201 South Biscayne Boulevard Suite 850 Miami FL 33131

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TALLAHASSEE, FLORIDA

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.

Montecito Key Marketing LLC

By: 

by T. Baez as attorney-in-fact

Name: Eduardo Ayila

Title: Member

Date: January 11, 2005

Jan Carson Cheezem | FL Bar Member 335193

Cohen | Fox P.A.

201 South Biscayne Boulevard

Suite 850

Miami FL 33131

305-702-3000

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Montecito Key Marketing LLC

REGISTERED AGENT/OFFICE:

Rossz Fiu Corporation
201 South Biscayne Boulevard
Suite 850
Miami FL 33131

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.


ROSSZ FIU CORPORATION
by T. Bacz as attorney-in-fact

Date: January 11, 2005

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TALLAHASSEE, FLORIDA

Jan Carson Chaszem | FL Bar Member 335193
Cohen | Fox P.A.
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