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(((H05000133937 3)))

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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.

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LIMITED LIABILITY AMENDMENT

LOFFLER'S LLC

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5/27/2005 9:35 PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

May 27, 2005

LOFFLER'S LLC 4470 BISCAYNE BOULEVARD STE 1890 MIAMI, FL 33137

SUBJECT: LOFFLER'S LLC REF: L05000037926 Atta: Jason Merrick

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted May 25, 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, 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: Loffler's LLC

Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on April 18, 2005.

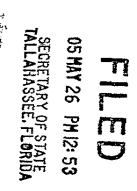
Article III. Address

The Company's street and mailing address is:

Loffler's LLC c/o Foley & Mansfield, PLLP 4770 Biscayne Boulevard, STE 1000 Miami FL 33137

Article IV. Registered Agent

The name and street address of the Company's registered agent is: Jeff DeCarlo, Esq. 4770 Biscayne Boulevard STE 1000 Miami FL 33137



Jeff DeCario I FL Bar Member 056390 Foley & Mansfield, PLLP 4770 Biscayne Boulevard STE 1000 Miami FL 33137 305-438-9899

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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.

or similar tient to which the assignor was entitled, to the extent assigned.
Article VI. Management
This will be a manager-managed company. The name of each manager is: RICHARD J. O'KEEFE
c/o Foley & Mansfield, PLLP 4770 Biscayne Boulevard, STE 1000 Miami FL 33137
MICHAEL L. CASSAR clo Folcy & Mausfield, PLLP 4770 Biscayne Boulevard, STE 1000 Miami FL 33137
DAVID S. O'KEEFE
c/o Foley & Mansfield, PLLP 4770 Biscayne Boulevard, STE 1000 Miami FL 33 137
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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.
Loffler's LLC
By: Hotman Parker
by N. Pasquier as altomey-in-fact
Name: RICHARD J. O'KEEFE Title: MANAGER
Date: May 27, 2005

Jeff DeCarlo 1 FL Bar Member 056390 Foley & Mansfield, PLLP 4770 Biscayne Boulevard STE 1000 Miami FL 33137 305-438-9899

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION: Loffler's LLC

REGISTERED AGENT/OFFICE:

Jeff DeCarlo, Esq. 4770 Biscayne Boulevard STE 1000 Miami FL 33137

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.

TEFF DECARLO, ESQ.

by N. Pasquier as attorney-in-fact

Date: May 27, 2005

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

Jeff DeCarlo I FL Bar Member 056390 Foley & Mansfield, PLLP 4770 Biscayne Boulevard STE 1000 Miami FL 33137 305-438-9899