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TALLAHASSEE, FLORIDA

D. BRUCE

JUL 20 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VISTALMAR INVESTMENTS, LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert Wellington Guerrier, Esq.

Name of Person

Law Office of Robert Wellington Guerrier

Firm/Company

230 Royal Palm Beach BLVD

Address

Royal Lam Beach, FL 33411

City/State and Zip Code

robertguerrierattorney@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Same

at (561)

512-6480

Name of Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| ☒ \$25.00 Filing Fee | ☐ \$30.00 Filing Fee &
Certificate of Status | ☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | ☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|--|--|

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

VISTALMAR INVESTMENTS, LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 8/30/2005 and assigned
Florida document number L05000085833

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

Florida

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager

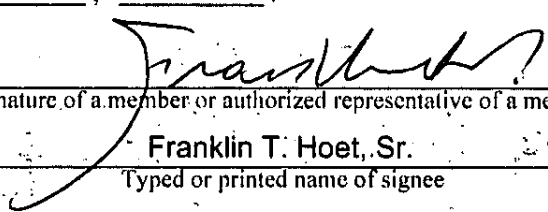
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			☐ Add
			☐ Remove
			☐ Add
			☐ Remove
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			☐ Remove
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			☐ Remove
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			☐ Remove

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

See Amended Articles of Organization

Dated May 19 2010



 Signature of a member or authorized representative of a member
 Franklin T. Hoet, Sr.

 Typed or printed name of signee

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 ALABAMA
 ALABAMA

**AMENDMENT TO THE ARTICLES OF ORGANIZATION OF
VISTALMAR INVESTMENTS, LIMITED LIABILITY COMPANY**

The undersigned certify that we unanimously approve this Amendment to the Articles of Organization, which is amended to change the form and substance of the charter, and we affirm we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Amended Articles shall serve as the Charter and authority for the conduct of business of the VISTALMAR INVESTMENTS, L.L.C.

ARTICLE I.

Name And Principal Place Of Business

The name of the limited liability company shall be VISTALMAR INVESTMENTS, L.L.C., and its principal office shall be located at 13412 57TH PLACE, S., in the Village of Wellington, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II.

Purposes And Powers

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee,

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or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. Exercise Of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. Management

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Franklin T. Hoet, President
13412 57th Place South

Franklin D. Hoet
13349 60th St. South

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ARTICLE V.

Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI.

Capital Contributions

Capital contributions in the amount of shall be paid to the limited liability company by the each member as agreed in the rules, agreement or by-laws of the limited liability company. Additional contributions may be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII.

Profits And Losses

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified in the rules, agreement or by-laws regulating the limited liability company.

The distributive share of the profits shall be determined and paid to the members as agreed in rules, agreement or by-laws of the limited liability company, on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being 8/30/2005.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in share established by the rules, agreement or by-laws of the limited liability company.

ARTICLE VIII.

Duration

This limited liability company shall exist dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX.

Initial Registered Office And Registered Agent

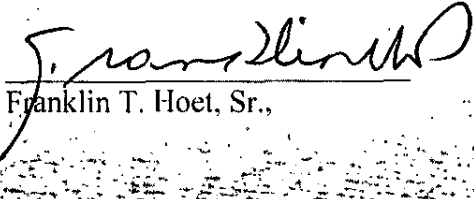
The address of the initial registered office of the limited liability company is 13412 57th Place, South, Village of Wellington, County of Palm Beach, State of Florida, and the

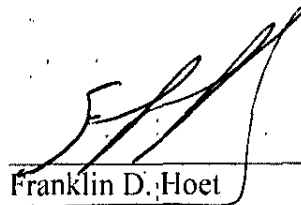
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name of the company's initial registered agent at that address is FRANKLIN T. HOET, Sr.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of be VISTALMAR INVESTMENTS, L.L.C.

Dated and Effective: ~~April~~, 2010, MAY 19.


Franklin T. Hoet, Sr.,


Franklin D. Hoet

I, FRANKLIN T. HOET, Sr., acknowledge pursuant to § 48.091 that, as indicated above, Promenade Gas, L.L.C. I am appointed as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Executed by the undersigned at Village of Royal Palm Beach, Palm Beach County, Florida on this day ~~April~~ 2010, MAY 19.


FRANKLIN T. HOET, Sr.

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