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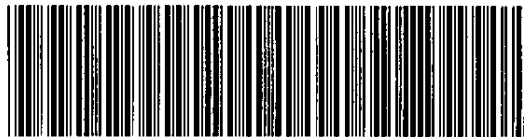
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DREI ACRE, 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:

JORGE GALVEZ-PRIEGO, ESQ.
(Name of Person)

JORGE GALVEZ-PRIEGO, P.A.
(Firm/Company)

13876 SW 56th ST #291
(Address)

MIAMI, FL 33175
(City/State and Zip Code)

For further information concerning this matter, please call:

JORGE GALVEZ-PRIEGO, ESQ. at (305) 416-9668
(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**

DREI ACRE, 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 OCTOBER 21, 2005 and assigned
Florida document number 105000104007.

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>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
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D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

FIRST AMENDMENT TO ARTICLES OF ORGANIZATION OF DREI ACRE, L.L.C.

(SEE ATTACHED)

Dated FEBRUARY 26

2009

Signature of a member or authorized representative of a member

JORGE GALVEZ-PRIEGO, MANAGER/MEMBER

Typed or printed name of signee

**FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
DREI ACRE, L.L.C.**

This **FIRST AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF DREI ACRE, L.L.C.** supersedes and replaces in its entirety the Articles of Organization of Drei Acre, L.L.C. filed on October 21, 2005.

The undersigned, desiring to form a limited liability company under the provisions and laws of the State of Florida, the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby subscribes, acknowledges, and files with the Secretary of State of Florida, the following articles of organization of such company:

ARTICLE 1 - NAME

The name of the limited liability company is: **DREI ACRE, L.L.C.**

ARTICLE 2 - PURPOSES AND POWERS

1. The general nature of the business to be conducted and carried on by the company named in Article 1 is the land development business, including but not limited to:

a. To purchase, take and lease, or exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purpose of this business, and to purchase, acquire, erect and construct, make improvements of buildings of any type;

b. The company shall have full power and lawful authority to enter into, make and perform contracts of any type with any individual or entity to the extent permitted by law;

2. To engage in every aspect and phase of any lawful business for which a limited liability company may be organized under the laws of the State of Florida; and

3. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 3 - DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 4 - ADDRESS

The principal place of business of the Company in Florida shall be:

2655 Le Jeune Road, Suite 308, Coral Gables, Florida 33134

and the company's mailing address shall be:

13876 SW 56th Street #291, Miami, Florida 33175

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ARTICLE 5 - EFFECTIVE DATE

This FIRST AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF DREI ACRE, L.L.C. shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 6 – REGISTERED OFFICE AND AGENT

1. The address of the registered office of this Company is:
2655 Le Jeune Road, Suite 309, Coral Gables, Florida 33134
2. The name of the registered agent at that address is:
Jorge Galvez-Priego, Esq.

ARTICLE 7 - ADMISSION OF NEW MEMBERS

1. No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s).

2. Subject to written consent of all the member(s) of the Company, and upon such terms and conditions as shall be determined by all the member(s), a member may transfer his or her interest in the Company as set forth in the regulations of the Company. Notwithstanding the foregoing, the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 9 - MANAGEMENT

The Company shall be managed jointly by two (2) manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names of all such managers who are to serve for the company are:

<u>MANAGER</u>	<u>ADDRESS</u>
Enrico Giancarlo	2655 Le Jeune Road, Suite. 309, Coral Gables, FL 33134
Jorge Galvez-Priego	2655 Le Jeune Road, Suite. 309, Coral Gables, FL 33134

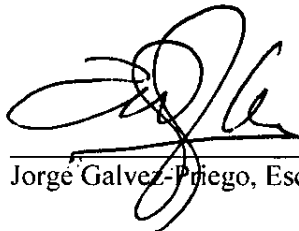
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TALLAHASSEE, FLORIDA

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ARTICLE 10 – AMENDMENT

This company reserves the right to amend any provision contained in this FIRST AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF DREI ACRE, L.L.C., or any further amendment thereto. Notwithstanding the foregoing, any such amendment(s) shall be made and approved in writing by the unanimous vote of all of the then existing members.

IN WITNESS WHEREOF, the undersigned, acting an authorized representative of the members, has made and subscribed this FIRST AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF DREI ACRE, L.L.C. this 26th day of February, 2009.



Jorge Galvez-Priego, Esq.

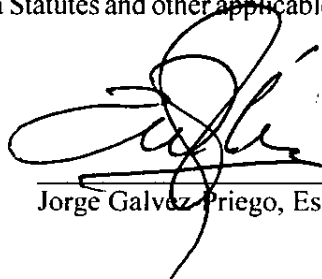
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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THIS
FIRST AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
DREI ACRE, L.L.C.

Jorge Galvez-Priego, Esq., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing articles of organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.



Jorge Galvez-Priego, Esq.