

L05000110287

Florida Department of State
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CIELO DISTRIBUTORS, LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
CIELO DISTRIBUTORS LLC**

The undersigned, pursuant to the provisions of Florida Statutes Section 608.411, hereby adopts the following Amended and Restated Articles of Organization of CIELO DISTRIBUTORS LLC, a limited liability company duly organized and existing under the laws of the State of Florida as filed with the Department of State on November 14, 2005 and assigned document number L05000110287 (the "Company"):

ARTICLE I - NAME

The name of the Company is CIELO DISTRIBUTORS, LLC.

ARTICLE II - ADDRESS

The principal office of the Company is:

c/o Holland & Knight LLP
701 Brickell Avenue
Suite 3000
Miami, Florida 33131

The mailing address of the Company is:

701 Brickell Avenue
Suite 3000
Miami, Florida 33131

ARTICLE III - REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the registered office of the Company and names

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Intrastate Registered Agent Corporation as the Company's registered agent at that address to accept service of process within this state.

ARTICLE IV - DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE V - MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

ARTICLE VI - MANAGERS

The initial Manager of the Company is:

Monica L. Garboza
3701 Battersea Road
Miami, FL 33133

ARTICLE VII - PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

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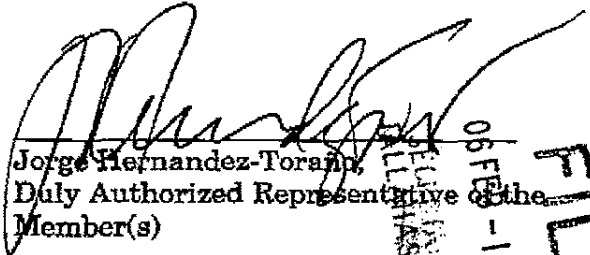
ARTICLE VIII - ADDITIONAL MEMBERS

Additional Members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE IX - OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if any.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 31st day of January, 2006.


Jorge Hernandez-Torres
Duly Authorized Representative of the
Member(s)

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JUDGE J. J. HARRIS
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