

**L06000007553**

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NESTLING LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
NESTLING LLC**

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The undersigned, pursuant to the provisions of Florida Statutes Section 608.411, hereby adopts the following Amended and Restated Articles of Organization of NESTLING 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 January 20, 2006 and assigned document number: L06000007553 (the "Company"):

**ARTICLE I - NAME**

The name of the Company is NESTLING LLC.

**ARTICLE II - ADDRESS**

The principal office of the Company is:

Calle Aquilino de la Guardia No. 8  
IGRA Building, 2nd Floor  
Panama, Republic of Panama

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 the address to accept service of process within this state.

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ARTICLE IV - DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of the 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 name and address of the initial Manager of the Company is:

Ezequiel Ruiz  
Calle Aquilino de la Guardia No. 8  
IGRA Building, 2nd Floor  
Panama, Republic of Panama

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 1<sup>st</sup> day of February, 2006.

  
\_\_\_\_\_  
Jorge Hernandez-Torano,  
Duly Authorized Representative of the  
Member(s)

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