

W06000008262

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

W06-8262

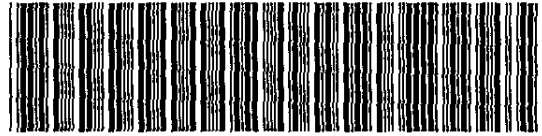
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& Restated

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03/03/06--01004--013 **25.00

M. HODGES

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: New Age 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:

Jose Luiz Pereira

(Name of Person)

New Age LLC

(Firm/Company)

1553 San Ignacio Avenue

(Address)

Coral Gables, Florida 33146

(City/State and Zip Code)

For further information concerning this matter, please call:

Sandra Schultz

(Name of Person)

at (305) 625-1876

(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

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
New Age LLC**

The undersigned, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I- NAME

The name of the Limited Liability Company is New Age LLC.

ARTICLE II- ADDRESS

The principle office address of the Company shall be 1553 San Ignacio Avenue; Coral Gables, Florida 33146, and the mailing address will be the same.

ARTICLE III- DURATION

The Company shall commence its existence as of the date of election, which will be February 1, 2006. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV- PURPOSE

The Limited Liability Company is organized for the purpose of transacting any and all lawful business.

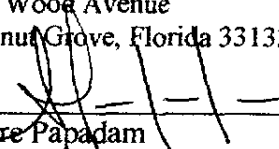
ARTICLE V- REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the Company in the State of Florida is Andre Papadam, 3883 Wood Avenue, Coconut Grove, Florida 33133.

ACKNOWLEDGEMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above Company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in the capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Andre Papadam
3883 Wood Avenue
Coconut Grove, Florida 33133



Andre Papadam

ARTICLE VI- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in and described in the Limited Liability Company Operating Agreement and/or Regulations, if any, or otherwise in the minutes on file at the principle office of the Company.

ARTICLE VII- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional contributions to the Company only on the consent of the Members set forth in the Operating Agreement or otherwise upon the prior authorization of a majority of the Members.

ARTICLE VIII- ADMISSION OF NEW MEMBERS

No additional Members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement or otherwise upon the prior authorization of a majority of the Members. A Member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company or otherwise with the prior written consent of a majority of the Members.

ARTICLE IX- MANAGEMENT

The Company shall be managed by a manager or managers in accordance with the Articles of Organization, the Operating Agreement, the Regulations (if any) adopted by the Members for the management of the business and the ordinary and customary affairs of the Company. The Operating Agreement and/or Regulations, if any, or otherwise the minutes of the Company, shall determine the manner in which such Manager's are elected or appointed, and may contain any provisions for the regulation and management of the affairs of the Company that are not inconsistent with the law of these Articles of Organization. The name and address of the initial Manager of the Company is:

Jose Luiz Pereira

8745 SW 113Ct
Miami, Florida 33173

ARTICLE X- TERMINATION OF EXISTENCE

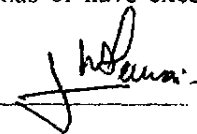
The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member or Manager, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all of the remaining Members.

ARTICLE XI- INDEMNIFICATION

The Company shall indemnify each Member, Manager and organizer of the Company against any and all liability and expenses incurred by person or entity in connection with or arising out of any action, suit or proceeding in which he may be involved with or arising out of any action, suit or proceeding in which he may be involved, by reason of such person or entity being or having been a Member, Manager and/or organizer of the Company to the full extent permitted by the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned Member or Members has or have executed these Articles of Organization this ____ Day of January 2006.

Jose Luiz Pereira

A handwritten signature in black ink, appearing to read "Jose Luiz Pereira", written over a horizontal line.