

Florida Department of State

Division of Corporations
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124 BAY ST, LLC

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: 124 BAY ST, LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on February 15, 2006.

Article III. Address

The Company's street and mailing address is:

124 BAY ST, LLC
124 Bay Street
Daytona Beach FL 32114

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Alfredo Garcia-Menocal, P.A.
730 NW 107th Avenue
Suite 115
Miami FL 33172

Article V. Transferability of Membership Interests

Alfredo Garcia-Menocal I FL Bar Member 533610
Alfredo Garcia-Menocal, P.A.
730 NW 107th Avenue
Suite 115
Miami FL 33172
786-512-7169

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No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a manager-managed company. The name of each manager is:

SKARLEY W. GUERRERO

11472 SW 41st St. Miami FL 33165

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Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

124 BAYVIEW, LLC

By: _____

by T. Baez as attorney-in-fact

Name: Skarley W. Guerrero

Title: Manager

Date: March 14, 2006

Alfredo Garcia-Menocal I FL Bar Member 533610
Alfredo Garcia-Menocal, P.A.
730 NW 107th Avenue
Suite 115
Miami FL 33172
786-512-7169

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

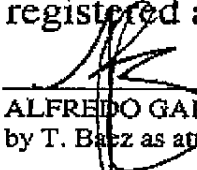
CORPORATION:

124 BAY ST, LLC

REGISTERED AGENT/OFFICE:

**Alfredo Garcia-Menocal, P.A.
730 NW 107th Avenue
Suite 115
Miami FL 33172**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ALFREDO GARCIA-MENOCAL, P.A.
by T. Bacz as attorney-in-fact

Date: March 14, 2006

Alfredo Garcia-Menocal | FL Bar Member 533610
Alfredo Garcia-Menocal, P.A.
730 NW 107th Avenue
Suite 115
Miami FL 33172
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