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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



THE SPLINTER GROUP, LLC
Development • Investment • Enterprise

January 3, 2007

Dear Sir or Madam;

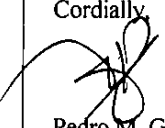
Enclosed you will find 6 Restated & Amended Articles of Organization with their individual corresponding filing payment. You will also find a Articles of Organization for Affinity Management Services, LLC with no payment attached. The Division of Corporations already has payment for this filing. Thank you.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cordially,


Pedro M. Garcia
Managing Member

1421 SW 107 AVE # 301 Miami, FL 33174
O: (305) 207-4756 • F: (305) 207-4682
TSGLLC@TheSplinterGroupLLC.com
www.TheSplinterGroupLLC.com

RESTATED & AMENDED ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY

124 BAY ST, LLC

THIS LIMITED LIABILITY COMPANY is hereby formed subject to the provisions of Florida Statute as currently in effect as of this date.

ARTICLE 1 – NAME

The name of the Limited Liability Company shall be: 124 BAY ST, LLC

ARTICLE 2 – PRINCIPAL PLACE OF BUSINESS

The location of the Principal Place of Business of the Limited Liability Company shall be:
1421 SW 107 AVE # 301 Miami, FL 33174
Or at such other place as the Members from time to time select.

ARTICLE 3 – REGISTERED OFFICE & AGENT

The name and location of the Registered Agent of the Limited Liability Company shall be:
Richard F. Kondla
9000 SW 137 AVE Suite 216 Miami, FL 33186.

ARTICLE 4 – BUSINESS PURPOSE

To accomplish any lawful business whatsoever which shall at any time appear conducive to be expedient for the protection or benefit of the Limited Liability Company and its assets. To exercise all powers necessary to or reasonably connected with the Limited Liability Company's business which may be legally exercised under Florida Statute.

ARTICLE 5 – TERM

The Limited Liability Company shall benefit the continuity of perpetual existence.

ARTICLE 6 – MANAGING MEMBERS

The present Members to these Articles of Organization shall be elected as the Limited Liability Company's only Managing Members. As such the following Members shall be the only Managing Members serving in the Limited Liability Company in management capacity:

1. Managing Member: SKARLEY W. GUERRERO
1421 SW 107 AVE # 301 Miami, FL 33174

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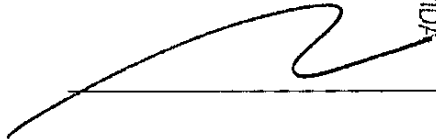
No other matters shall be addressed in these Articles of Organization. All other matters shall be addressed and handled appropriately in accordance and pursuant to the Operating Agreement and/or Florida Statute. In accordance with Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true. Signed, agreed, and made effective on the 4th day of January, 2007.

1. Managing Member: Skarley W. Guerrero



Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in these Articles of Organization, 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 relating 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 Florida State Chapter 608.

Registered Agent: Richard F. Kondla



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TALLAHASSEE, FLORIDA

(LIMITED LIABILITY COMPANY SEAL)
STATE OF FLORIDA
COUNTY OF MIAMI-DADE