

## Florida Department of State

Division of Corporations  
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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
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## LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

## MERX CAPITAL, LLC

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DIVISION OF CORPORATION

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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: MERX CAPITAL, LLC  
Old Name:

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on February 20, 2006.

### Article III. Address

The Company's street and mailing address is:

MERX CAPITAL, LLC  
3869 SW 99 Ave., Unit 8  
Miami FL 33165

### 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 | 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 member-managed company. The name of each member is:

PEDRO M. GARCIA

3869 SW 99 Ave., Unit 8 Miami FL 33165

MAIKEL GARCIA

3869 SW 99 Ave., Unit 8 Miami FL 33165

MATILDE PUPO

3869 SW 99 Ave., Unit 8 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.

MERX CAPITAL, LLC

By: 

by T. Baez as attorney-in-fact

Name: Pedro M. Garcia

Title: Member

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:**

**MERX CAPITAL, 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. Baez 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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