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Company SPLINTER GROUP LLC, THE

Address 11472 SW 41ST ST

City MIAMI State FL ZIP 33165-4609

(Address)

(City/State/Zip/Phone #)

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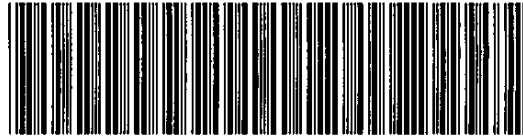
(Business Entity Name)

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N. Outigan JUL 31 2006

RESTATED & AMENDED ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY  
COMPANY

**MERX CAPITAL, 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: MERX CAPITAL, LLC

**ARTICLE 2 – PRINCIPAL PLACE OF BUSINESS**

The location of the Principal Place of Business of the Limited Liability Company shall be:  
PO BOX 651528 Miami, FL 33265  
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: PEDRO M. GARCIA  
PO BOX 651528 Miami, FL 33265

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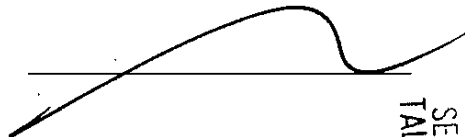
No other matters shall be addressed in these Articles of Organization. All other matters shall be addressed and handled appropriately in accordance and pursuant to the Operating Agreement and/or Florida Statute. In accordance with Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true. Signed, agreed, and made effective on the 15th day of February, 2006.

I. Managing Member: Pedro M. Garcia



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