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Division of Corporations

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P. 101/03

Page 1 of 1

06000039041

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To: Division of Corporations  
Fax Number : (850) 205-0383

From:  
Account Name : SHUTTS & BOWEN, LLP  
Account Number : 076447000313  
Phone : (305) 358-6300  
Fax Number : (305) 381-9982

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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CONDOTEL ASSOCIATES, LLC

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06-39041  
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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
CONDOTEL ASSOCIATES, LLC  
A Florida Limited Liability Company**

The Articles of Organization of Condotel Associates, LLC, a Florida limited liability company (the "Company") is hereby amended and restated in their entirety as follows:

**ARTICLE I - Name**

The name of this limited liability company is:

**CONDOTEL ASSOCIATES, LLC**

**ARTICLE II - Address**

The mailing address and the street address of the principal office of this limited liability company is:

777 Brickell Avenue  
Suite 1270  
Miami, Florida 33131

**ARTICLE III - Management**

This limited liability company shall be managed by one or more managers and therefore, a manager-managed company. The manager is Vantage Plus Corp.

**ARTICLE V - Registered Agent and Office**

The name and address of the registered agent of this limited liability company is:

Corporation Company of Miami  
201 South Biscayne Boulevard  
Suite 1500 (AGS)  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization as of this 11 day of October, 2006.

VANTAGE PLUS CORP., Managing Member

By:   
Omar Botero Canal, President

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**REGISTERED AGENT ACCEPTANCE**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED LIMITED LIABILITY COMPANY AT THE ADDRESS DESIGNATED IN THE  
ARTICLES OF ORGANIZATION PURSUANT TO THE PROVISIONS OF SECTION  
608.415, FLORIDA STATUTES, THE UNDERSIGNED HEREBY AGREES TO ACT IN  
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS  
DUTIES.

DATED THIS 3<sup>rd</sup> DAY OF OCTOBER, 2006

Corporation Company of Miami

By

  
Felicia Hickey, Assistant Secretary

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA