

L06000041710

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000134829 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : RICARDO BAJANDAS, P.A.
Account Number : 110263002111
Phone : (305) 377-0809
Fax Number : (305) 377-0781

RECEIVED

06 MAY 16 AM 10:52

DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY 16 AM 9:50

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

2455 HOLDING COMPANY, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$25.00

Electronic Filing Menu

Corporate Filing Menu

Help

J. BRYAN MAY 17 2006

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
2455 HOLDING COMPANY, LLC
A FLORIDA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY 16 AM 9:50

These Amended and Restated Articles of Organization, dated May 8, 2006, are for the Florida limited liability company named 2455 Holding Company, LLC. The original Articles of Organization of 2455 Holding Company, LLC, were filed with the Department of State on April 20, 2006. These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with Fl. Stat. §608.411. These Amended and Restated Articles of Incorporation contain amendments to the original Articles of Incorporation for 2455 Holding Company, LLC.

ARTICLE I

NAME

The name of the company is 2455 Holding Company, LLC.

ARTICLE II

ADDRESS

The mailing address and the street address of the principal office of 2455 Holding Company, LLC (the "Company") is 1000 Brickell Avenue, Suite 1120, Miami, Florida, 33131.

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Registered Agent of the Company is Ricardo Bajandas, P.A., 1000 Brickell Avenue, Suite 1020, Miami, Florida 33131.

FILED STATE
SECRETARY OF CORPORATIONS
06 MAY 16 AM 9:50

ARTICLE IV
MANAGEMENT

The Company is to be managed by one or more managing members and is, therefore, a member - managed company. The managing members of the Company shall be Ricardo Bajandas and Henry B. Bush, which managing members shall serve until removed or a successor is appointed.

ARTICLE V
CONTINUATION

Upon the occurrence of an event listed in Fl. Stat. § 608.407(1)(f), the then existing and/or non-bankrupt members may continue the business of the Company if all of such members so agree to do so.

ARTICLE VI
LIMITED LIABILITY COMPANY UNITS

(a) Each limited liability company unit ("Unit" or "Units") in the Company shall constitute a "security" within the meaning of, and governed by, (i) Article 8 of the Uniform Commercial Code (including Fla. Stat. § 678.1021(1)(o) thereof) as in effect from time to time in the State of Florida, and (ii) Article 8 of the Uniform Commercial Code of any other applicable jurisdiction that now or hereafter substantially includes the 1994 revisions to Article 8 thereof as adopted by the American Law Institute and the National Conference of Commissioners on Uniform State Laws and approved by the American Bar Association on February 14, 1995.

(b) The Units in the Company shall be evidenced by certificates in the form set forth in the Company's Operating Agreement, and each such certificate shall be executed by the managing members on behalf of the Company. The Company is authorized to issue One Hundred Thousand Units. On the date hereof, a certificate evidencing fifty thousand (50,000) Units in the Company is being issued to Ricardo Bajandas, and a certificate representing the remaining fifty thousand (50,000) Units is being issued to Henry Bush.

(c) The Company shall maintain books for the purpose of registering the transfer of Units. A transfer of Units in the Company shall be effected by the Company's registering the transfer upon delivery of an endorsed certificate representing the Units being transferred.

(d) Notwithstanding any provision of this Agreement to the contrary, to the extent that any provision of this Agreement is inconsistent with any non-waivable provision of Article 8 of the Uniform Commercial Code as in effect in the State of Florida (Fla. Stat. § 678.1011, et seq.) (the "UCC"), such provision of Article 8 of the UCC shall control.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY 16 AM 9:50

ARTICLE VII

NOTICE OF RESTRICTIONS RELATED TO SECURED LENDER

Pursuant to a Loan and Security Agreement and a Securities Pledge Agreement (the "Loan Agreements"), all of the Members of this Company have pledged all of their Membership Units in the Company to Centrale Immobiliere SA (the "Secured Lender"). The Loan Agreements provide (among other conditions and requirements) that neither the Members nor the Company shall do any of the following without the express written consent of the Secured Party:

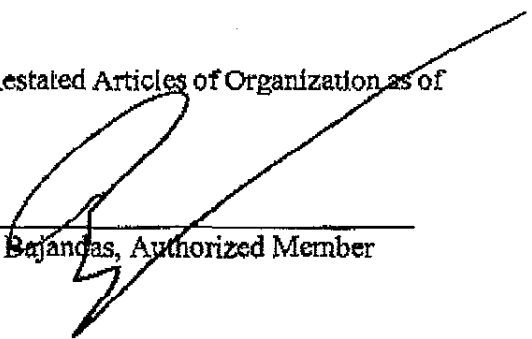
- (1) issue any additional Units or interests in the Company (other than the Fifty Thousand (50,000) Units issued to each of Ricardo Bajandas and Henry Bush);
- (2) admit any Members or Substitute Members to the Company (other than Ricardo Bajandas and Henry Bush);
- (3) Transfer or assign any Units or other interests in the Company to any Person other than the Secured Lender;
- (4) Prior to the full satisfaction of the debt owed to the Secured Lender, make any distributions, either during the Company's operation or upon dissolution or liquidation, to the Members of the Company; or,
- (5) Amend these Articles of Organization or the Company's operating agreement.

ARTICLE VIII

AMENDMENT

In addition to restrictions on the amendment of these Articles of Organization and the operating agreement of the Company as are required per separate agreement by the Secured Lender, these Articles of Organization and the Operating Agreement of the Company may only be amended with the express written consent of all of the Members.

The undersigned have executed these Amended and Restated Articles of Organization as of the date set forth above.



Ricardo Bajandas, Authorized Member

FILED STATE
SECRETARY OF CORPORATIONS
06 MAY 16 AM 9:50

CHANGE OF REGISTERED AGENT

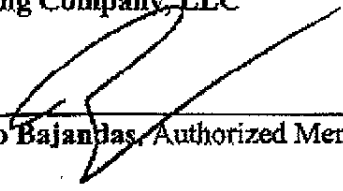
Pursuant to the provisions of Fl. Stat. §608.416, 2455 Holding Company, a Florida limited liability company (the "Company"), with an address of 100 Brickell Avenue, Suite 1020, Miami, Florida, 33131, designates the following corporation at the following address as its registered agent:

Ricardo Bajandas, PA
1000 Brickell Avenue, Suite 1020
Miami, Florida 33131

This change of registered agent has been authorized by an affirmative vote of all of the members of the Company.

Dated: May 8th, 2006

2455 Holding Company, LLC

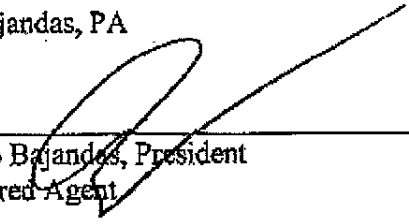
By: 
Ricardo Bajandas, Authorized Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for 2455 Holding Company, a Florida limited liability company, at the place designated in this certificate, Ricardo Bajandas, PA, hereby accepts the appointment as registered agent on behalf of the Company, and agrees to act in this capacity. Ricardo Bajandas, PA, further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: May 8th, 2006

Ricardo Bajandas, PA

By: 
Ricardo Bajandas, President
Registered Agent