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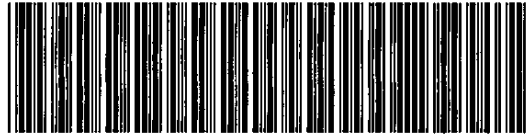
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CARIBBEAN REALESTATE DEVELOPERS LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MITCHELL L. PERLSTEIN, ESQ.

(Name of Person)

(Firm/Company)

4400 N FEDERAL HWY SUTIE 210

(Address)

BOCA RATON FL 33431

(City/State and Zip Code)

For further information concerning this matter, please call:

MITCHELL PERLSTEIN

(Name of Person)

at (561) 3680831

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$25.00 Filing Fee



\$30.00 Filing Fee &
Certificate of Status



\$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)



\$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
CARIBBEAN REALESTATE DEVELOPERS, LLC
(Initially filed May 22, 2006)

ARTICLE I

The name of the Limited Liability Company is:

CARIBBEAN REALESTATE DEVELOPERS, LLC

ARTICLE II

The street address of the principal office of the Limited Liability Company is:

9219 Via Classico East
Wellington FL 33411

The mailing address of the Limited Liability Company is:

9219 Via Classico East
Wellington FL 33411

ARTICLE III

The purpose for which this Limited Liability Company is organized is:

Any lawful act or activity for which limited liability companies may be organized under the laws of the State of Florida, including without limitation, buying, selling, and developing real estate.

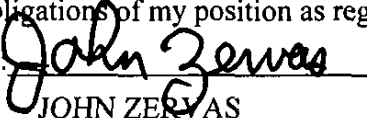
ARTICLE IV

The name and Florida street address of the registered agent is:

John Zervas
9219 Via Classico East
Wellington FL 33411

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

Registered agent Signature.


JOHN ZERVAS

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TALLAHASSEE, FLORIDA

ARTICLE V

The name and address of managing members are:

Title: MGRM

John Zervas

9219 Via Classico East

Wellington FL 33411

Title: MGRM

Hector O Pages

PO Box 94222

San Juan PR 00908

Title: MGRM

Hector C Pages

PO Box 195288

San Juan PR 009195288

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TALLAHASSEE, FLORIDA

ARTICLE VI

The effective date of these Amended and Restated Articles of Organization shall be:

Date of filing.

Signature of member:

John Zervas
John Zervas