

Division of Corporations

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Florida Department of State
Division of Corporations
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INACE U.S.A., LLC

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JUL 2 - 2009

EXAMINER

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
INACE U.S.A., LLC

FILED
JUL 1 2009
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 608.407, 608.408 and 608.411 of the Florida Limited Liability Company Act, the undersigned limited liability company hereby adopts the following Amended and Restated Articles of Organization:

1. The name of the limited liability company is INACE U.S.A., LLC.
2. The original Articles of Organization of the limited liability company were filed with the Department of State on May 23, 2006.
3. The Amended and Restated Articles of Organization shall be effective upon the filing thereof with the Department of State.
4. The text of the limited liability company's Amended and Restated Articles of Organization is as follows:

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
INACE U.S.A., LLC

ARTICLE I

The name of this limited liability company is: INACE U.S.A., LLC (the "Limited Liability Company").

ARTICLE II

The duration of the Limited Liability Company shall be perpetual.

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ARTICLE III

The principal office and mailing address of the Limited Liability Company is as follows:

1395 Brickell Avenue, 14th Floor-JHF
Miami, Florida 33131

ARTICLE IV

The Registered Agent of the Limited Liability Company and his street address in the State of Florida are as follows:

John H. Friedhoff, Esq.
1395 Brickell Avenue, 14th Floor
Miami, Florida 33131

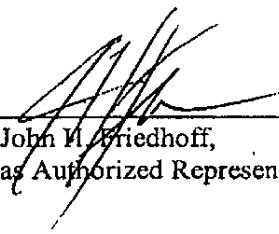
ARTICLE V

The Limited Liability Company will be manager-managed. The name and address of the Manager are as follows:

Sergio Ferreira
4596 Alton Road
Miami Beach, Florida 33140

5. The foregoing Amended and Restated Articles of Organization are duly executed and being filed in accordance with and in the manner prescribed by Sections 608.411 and 608.408 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization this 30th day of June, 2009.



John H. Friedhoff,
as Authorized Representative of the Members

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STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

Before me personally appeared John H. Friedhoff, as Authorized Representative of the Members, ☒ who is personally known to me, or ☐ who produced _____ as identification, to be the person who executed the foregoing Amended and Restated Articles of Organization.

In witness whereof, I have hereunto set my hand and seal this 30 day of June, 2009.

(SEAL)
NOTARY PUBLIC-STATE OF FLORIDA
Judith D. Rodman
Commission # DD469468
Expires: OCT. 18, 2009
Bonded Thru Atlantic Bonding Co., Inc.

Judith D. Rodman
Notary Public
Print Name: JUDITH D. RODMAN
My commission expires: 10/18/2009

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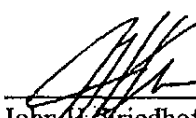
**CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT AND
ACCEPTANCE OF DESIGNATION**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the state of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

1. The name of the limited liability company is INACE U.S.A., LLC.
2. The name and address of the Registered Agent and Office is:


John H. Friedhoff, Esq.
1395 Brickell Avenue, 14th Floor
Miami, Florida 33131

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent.


John H. Friedhoff Registered Agent

Date: June 30, 2009

INACE U.S.A., LLC

By: 
John H. Friedhoff,
as Authorized Representative
of the Members

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