

## Florida Department of State

Division of Corporations  
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## To:

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

## From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
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AMND/RESTATE/CORRECT OR M/MG RESIGN

KB PAPAGAYO ESTATES LLC

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## AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted June 14, 2006 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

### Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: KB Papagayo Estates LLC  
Old Name:

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on May 26, 2006.

### Article III. Address

The Company's street and mailing address is:

KB Papagayo Estates LLC  
328 Crandon Blvd #226  
Key Biscayne FL 33149

### Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Lizabeth F. Calvo, P.A.  
328 Crandon Boulevard  
Suite 226  
Key Biscayne FL 33149

Lizabeth F. Calvo I FL Bar Member 40657  
Lizabeth F. Calvo, P.A.  
328 Crandon Boulevard  
Suite 226  
Key Biscayne FL 33149  
305-365-0902

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a manager-managed company. The name of each manager is:

JAVIER MUNIZ

328 Crandon Blvd #226 Key Biscayne FL 33149

MANUEL MUNIZ

328 Crandon Blvd #226 Key Biscayne FL 33149

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Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

KB Papagayo Estates LLC

By: 

Name: Javier Muniz

Title: Manager

Date: June 14, 2006

Lizabeth F. Calvo | FL Bar Member 40657

Lizabeth F. Calvo, P.A.

328 Crandon Boulevard

Suite 226

Key Biscayne FL 33149

305-365-0902

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

**KB Papagayo Estates LLC**

**REGISTERED AGENT/OFFICE:**

**Lizabeth F. Calvo, P.A.**

**328 Crandon Boulevard**

**Suite 226**

**Key Biscayne FL 33149**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
**LIZABETH F. CALVO, P.A.**

**by E.S. Davila as attorney-in-fact**

**Date: June 14, 2006**

**Lizabeth F. Calvo | FL Bar Member 40657**

**Lizabeth F. Calvo, P.A.**

**328 Crandon Boulevard**

**Suite 226**

**Key Biscayne FL 33149**

**305-365-0902**

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