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### LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

### SULMONA VENTURES, LLC

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November 28, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CORPORATE CREATIONS INTERNATIONAL

SUBJECT: SULMONA VENTURES, LLC

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## AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted 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: Sulmona Ventures, LLC

Old Name:

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on September 21, 2006.

### Article III. Address

The Company's street and mailing address is:

Sulmona Ventures, LLC  
777 Brickell Avenue, Suite 500  
Miami FL 33131

### Article IV. Registered Agent

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

Rossz Fiu Corporation  
201 South Biscayne Boulevard  
Suite 850  
Miami FL 33131

### Article V. Transferability of Membership Interests

Jan Carson Cheezem | FL Bar Member 335193  
Cohen | Fox P.A.  
201 South Biscayne Boulevard  
Suite 850  
Miami FL 33131  
305-702-3000

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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 and address of each manager is:

JAMES F. JORDEN  
777 Brickell Avenue, Suite 500  
Miami FL 33131

HAMID SHANTIAI  
6705 S.W. 92 St. Miami FL 33156

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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.

Sulmona Ventures, LLC

By: 

Name: Tade Baez

Title: Vice President

Date: November 28, 2006

Jan Carson Cheezem | FL Bar Member 335193  
Cohen | Fox P.A.  
201 South Biscayne Boulevard  
Suite 850  
Miami FL 33131  
305-702-3000

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**LIMITED LIABILITY COMPANY:**

**Sulmona Ventures, LLC**

**REGISTERED AGENT/OFFICE:**

**Rossz Fiu Corporation  
201 South Biscayne Boulevard  
Suite 850  
Miami FL 33131**

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.

  
\_\_\_\_\_  
**ROSSZ FIU CORPORATION**  
by T. Bacz as attorney-in-fact

**Date: November 28, 2006**

**Jan Carson Cheezem | FL Bar Member 335193  
Cohen | Fox P.A.  
201 South Biscayne Boulevard  
Suite 850  
Miami FL 33131  
305-702-3000**

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