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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. HAWKES
DEC 28 2009
EXAMINER



December 23, 2009

Via U.S. Express Mail

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: ZETA REAL ESTATE, LLC

Dear Sir or Madam:

Enclosed herewith please find original executed Articles of Amendment to Articles of Organization for the above-mentioned company. Also enclosed please find our check in the amount of \$60.00 to cover your filing fee, certificate of status and a certified copy (additional copy enclosed).

Please mail the certified copy and certificate of status to:

Stefania Bologna, Esq.
Finley & Bologna International
150 S.E. 2nd Avenue, Suite #1010
Miami, Florida 33131

Should you have any questions please do not hesitate to contact our office.

Sincerely,

FINLEY & BOLOGNA INTERNATIONAL



Sofia Smith, Corporate Paralegal

Enclosure

REPLY TO: Americas Center
150 S.E. 2nd Avenue Suite 1010
Miami, FL 33131
Ph 305-379-7676
Fax 305-379-2321

Mellon United National Bank Bldg.
1645 Palm Beach Lakes Blvd. Suite 460
West Palm Beach, FL 33401
Ph 561-478-9930
Fax 561-478-9945

Atrium Financial Center
1515 N. Federal Hwy. Suite 300
Boca Raton, FL 33432
Ph 561-478-9930
Fax 561-478-9945

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ZETA REAL ESTATE LLC**

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TALLAHASSEE, FLORIDA

The name of this company is ZETA REAL ESTATE LLC (the "Company")

Pursuant to the provisions of section 608.411, Florida Statutes, Articles of Organization of ZETA REAL ESTATE LLC, a Florida Limited Liability Company, are hereby amended as follows:

ARTICLE I – NAME

The name of the Limited Liability Company is ZETA REAL ESTATE, LLC

ARTICLE II – ADDRESS

The mailing address and the principal place of business of the Company is: 150 SE 2nd Avenue, Suite 1010, Miami, Florida 33131.

ARTICLE III – DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV – PURPOSES AND POWERS

The general purpose for which the Company is organized is to operate the business of ZETA REAL ESTATE, LLC, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V – ADMISSION OF NEW MEMBERS

No additional member shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest as set forth in the



operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent. The existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members; otherwise, the Company shall be dissolved.

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FLORIDA

ARTICLE VII - MANAGEMENT

The Company shall be managed by one manager or more managers and is, therefore, a manager-managed company. The initial managers will serve until the first annual meeting of the members. The name and address of the manager of the Company is:

<u>NAME</u>	<u>ADDRESS</u>
Marco Valerio Masi	do CR consulente SA CP 5346 - CORSO ELVEZIA n. 25 CH - 6901 Lugano

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 150 SE 2nd Avenue, Suite 1010, Miami, Florida 33131, and the name of its initial registered agent at such address is Stefania Bologna, Esq.

ARTICLE IX - INDEMNIFICATION

This company shall indemnify any and all of its members, managers, directors, officers, employees or agents or former members, managers, directors, officers, employees or agents or any person or persons who may have served at its request as a member, manager, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall



not be exclusive of any other rights to which any member, manager, director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned Limited Liability Company, submits the following statement in designating the register office/registered agent in the state of Florida.

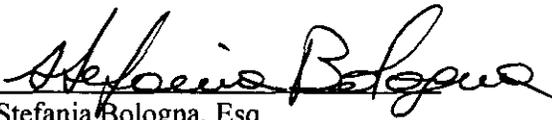
1. The name of the limited liability company is ZETA REAL ESTATE, LLC.
2. The name and address of the registered agent is as follows:

Stefania Bologna, Esq.
150 SE 2nd Avenue, Suite 1010
Miami, FL 33131

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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.

Dated: 11/17/09


Stefania Bologna, Esq.
Registered Agent

The foregoing amendment was approved by the Managers and Members of the Company, comprising the voting group of this Company by action dated 11/17/ 2009. The number of votes cast for the amendment by such voting group was sufficient for approval by the voting group.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment, this 17th day of November, 2009.



Marco Valerio Masi, Manager