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

MEI 1103 LLC

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## AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted February 21, 2007 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: MEI 1103 LLC  
Old Name:

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on February 1, 2007.

### Article III. Address

The Company's street and mailing address is:

MEI 1103 LLC  
2000 Island Blvd., Suite 2207  
Aventura FL 33160

### Article IV. Registered Agent

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

Juan A. Figueroa  
1428 Brickell Avenue, Suite 206  
Miami FL 33131

### Article V. Transferability of Membership Interests

Fieldstone Lester Shear & Denberg, LLP  
201 Alhambra Circle  
Suite 601  
Coral Gables FL 33134  
305-357-1001

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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:  
BLANQUITA RIVERO  
2000 Island Blvd., Suite 2207 Aventura FL 33160

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.

MEI 1103 LLC

By: 

T. Barry as Attorney in fact

Name: Blanquita Rivero

Title: Manager

Date: February 21, 2007

Fieldstone Lester Shear & Denberg, LLP  
201 Alhambra Circle  
Suite 601  
Coral Gables FL 33134  
305-357-1001

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

MEI 1103 LLC

REGISTERED AGENT/OFFICE:

Juan A. Figueroa  
1428 Brickell Avenue, Suite 206  
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.

  
JUAN A. FIGUEROA  
by T. Baez as attorney-in-fact

Date: February 21, 2007

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