

L07000058971

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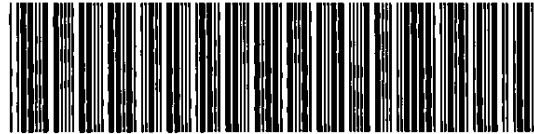
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07 AUG - 8 AM 10:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CURL AM MRS

AGUSTIN DE GOYTISOLO, P.A.

1550 MADRUGA AVENUE, STE. 403
CORAL GABLES, FLORIDA 33146-3019

TELEFAX
305.668.9959

RESIDENCE:
600 BILTMORE WAY. APT. 1205
CORAL GABLES, FLORIDA 33134-7534

TELEPHONE 305.668.9799
E-MAIL esdeley@bellsouth.net

August 5, 2007

Personal & Confidential

Florida Department of State
Division of Corporations
Att: Mr. Buck Kohr
Box 6327
Tallahassee FL 32314

Re: **GEORGETOWN CAPITAL GROUP LLC**, filing Amended & Restated Articles of Organization of an existing Florida limited liability company, whose original Articles of Organization were filed with your office on June 4th, 2007 and assigned document number L07000058971.

Dear Sir/Madam:

Enclosed for filing please find duplicate originals of the Amended & Restated Articles of Organization of the above named limited liability company. This is to appreciate that once such Articles are filed, that you order returned to the undersigned a certified copy thereof at your earliest opportunity.

Also enclosed is a check payable to the Department of State in the amount of \$55.00 to cover the following fees:

Filing Fee	\$25.00
Certified copy	30.00
Total	<u>\$55.00</u>

Likewise, we include an envelope with adequate First Class postage prepaid for the return of the certified copy above mentioned.

Do not hesitate to call me, if in doubt. Sincerely yours in Xto.

Best personal regards

Agustin de Goytisolo, P.A.

Enc. (3)

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TALLAHASSEE, FLORIDA
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**AMENDED & RESTATED
ARTICLES OF ORGANIZATION
OF
GEORGETOWN CAPITAL GROUP LLC**

FILED
07 AUG - 8 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, GEORGETOWN CAPITAL GROUP LLC (the "Company" hereinafter) was organized under Article of Organization filed with Florida's Department of State on June 4th, A.D. 2007 and assigned then document number L07000058971 (the initial "Articles" of Organization);

WHEREAS, the present member/manager of the Company, Georgetown Mortgage Company and Jorge Tefel & Associates Inc. desires to admit new member/managers and, accordingly, update its Articles of Organization of the Company;

NOW THEREFORE, the said member/manager of the Company desire to amend and restate the Articles of Organization, that hereinafter shall be amended and restated of record as expressed below:

ARTICLE I
Name

The name of the limited liability company hereinafter shall continue to be **GEORGETOWN CAPITAL GROUP LLC**, sometimes hereinafter referred as the "Company".

ARTICLE II
Address

The present mailing address and street address of the principal office of the Company continues to be at 1550 Madruga Avenue, Ste. 403, Coral Gables FL 33146.3019,

ARTICLE III
Registered Office and Agent

The current street address of the present registered office of this Company is now at 1550 Madruga Avenue, Ste. 403, Coral Gables FL 33146.3019, and the name of the registered agent of this Company at that address is now Agustín de Goytisolo P.A.

ARTICLE IV
Duration and Effective Date

The period of this Company's duration is perpetual and it has commenced following the filing of the original Article of Organization with Florida's Department of State, (its "Effective Date").

ARTICLE V
Purpose

The Company is authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which companies may be organized under Chapter 608, Florida Statutes, as amended and supplemented from time to time.

ARTICLE VI
Management of Company

The business of the Company shall continue to be manager-managed. The managers shall hold the office and have the responsibility accorded to them by the members and set out in the Company's Operating Agreement. The name and address of the present member/managers, two (2) of which must act jointly, are:

Georgetown Mortgage Company
c/o Agustín G. de Goytisolo
1550 Madruga Avenue, Ste. 403
Coral Gables FL 33146.3019

Jorge M. Tefel & Associates Inc.
c/o Jorge M. Tefel
11601 SW 105th Terrace
Miami FL 33176; and

Salvador J. Juncadella, III
1550 Madruga Avenue, Ste. 403
Coral Gables FL 33146.3019

IN WITNESS WHEREOF, the undersigned being the present member/manager, has hereunto set their hand and seal in Miami-Dade County, Florida, this 6th (2nd) day of the month of July .D. 2007.

Georgetown Mortgage Company


Agustín Gelats de Goytisolo, President

Jorge M. Tefel & Associates Inc.


Jorge M. Tefel, President