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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF

GOMEL, LLC

L07000096492

The undersigned, acting as organizer of a limited liability company being formed pursuant to Chapter 608 of the Florida Statutes, known as the Florida Limited Liability Company Act, adopts the following Amended and Restated Articles of Organization for such company.

ARTICLE I

NAME OF COMPANY

The name of the company shall be GOMEL, LLC (the Company).

ARTICLE II

DURATION

This Company is to have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose of this company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

COMPANY ADDRESS

The initial street and mailing address of the principal office of this company is as follows:

GOMEL, LLC
4770 Biscayne Blvd., Suite 400
Miami, Florida 33137

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ARTICLE V

INITIAL MEMBERS

This company shall have two (2) Members initially. The number of Members may be either increased or decreased from time to time by an amendment of the Operating Agreement of the company in the manner provided by law, but shall never be less than one (1). The name of the initial Members, their titles, and addresses, are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Eric Galbut and Sarit Galbut, his wife	MBR	4770 Biscayne Blvd., Suite 400 Miami, Florida 33137
Chell, LLC, a Florida limited liability company	MBR	4550 North Bay Road Miami Beach, Florida 33140

ARTICLE VI

INITIAL MANAGER

This company shall be manager managed initially. The name of the initial Managers are:

<u>Name</u>	<u>Address</u>
Eric Galbut	4770 Biscayne Blvd., Suite 400 Miami, Florida 33137
Judith Herman	4550 North Bay Road Miami Beach, Florida 33140
Eli Slomovitz	4770 Biscayne Blvd., Suite 400 Miami, Florida 33137

ARTICLE VII

ORGANIZER

The name and address of the Organizer signing these Articles is:

<u>Name</u>	<u>Address</u>
Alan S. Walter	4770 Biscayne Blvd., Suite 640 Miami, Florida 33137

ARTICLE VIII

INDEMNIFICATION

The company shall indemnify any officer or director, or any former officer or director, to full extent permitted by law.

ARTICLE IX

AMENDMENT OF ARTICLES

This company reserves the right to amend or repeal any provision contained in these Articles of Organization, or any amendment thereto, and any right conferred upon members is subject to this reservation.

ARTICLE X

INITIAL REGISTERED AGENT

In compliance with Chapter 608.415, Florida Statutes, GOMEL, LLC has named a Registered Agent for acceptance of service of process, and all other statutorily required purposes. The name and address of the initial Registered Agent and Registered office of this company is as follows:

ALAN S. WALTERS
c/o ABRAHAM A. GALBUT, P.A.
4770 Biscayne Blvd., Suite 640
Miami, Florida 33137

ARTICLE XI

EFFECTIVE DATE

The Effective Date of these Articles shall be as of September 17, 2007.

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization as of September 17, 2007, for the purpose of forming a limited liability company under the laws of the State of Florida.


ALAN S. WALTERS

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated company, at the places designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Florida Limited Liability Company Act relative to maintaining said office.


ALAN S. WALTERS

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI—DADE)

I HEREBY CERTIFY that on this day before me a Notary Public, duly authorized to take acknowledgments personally appeared ALAN S. WALTERS, to me well know to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal this 30th day of May, 2008.


NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



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