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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. TELEMICRO INTERNATIONAL
(Corporation Name) (Document #)
2. HOLDINGS, LLC
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF ORGANIZATION
TELEMICRO INTERNATIONAL HOLDINGS, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 608.411 and 608.407, Florida Statutes, Miami City Magazine, a Florida for profit corporation (the "Corporation"), restates and amends its Articles of Incorporation as provided below.

The Corporation was formed pursuant to Articles of Organization filed on September 27, 2007 with the Florida Department of State by Rafael A. Perez as the authorized representative and issued Document Number L07000098778.

The Articles of Organization of the Corporation are hereby amended and restated as follows:

**"AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
TELEMICRO INTERNATIONAL, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be TELEMICRO INTERNATIONAL HOLDINGS, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company in Florida shall be:

4242 SW 73 Avenue
Miami, Florida 33155

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is 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 IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is

Rafael A. Perez
201 Alhambra Circle, Suite 702
Coral Gables, Florida 33134

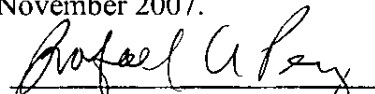
ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

No additional members 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 in accordance with an operating agreement adopted by the members.

ARTICLE VI - MANAGEMENT

The Company shall be managed by a manager in accordance with an operating agreement adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The initial manager of the Company shall be Herminio Felix Fernandez."

IN WITNESS WHEREOF, the undersigned authorized agent has executed these Amended and Restated Articles of Organization as of the 28th day of November 2007.


Rafael A. Perez, Authorized
Representative