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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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ESG HANSELMAN II, LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF**

ESG HANSELMAN II MANAGEMENT, LLC

ARTICLE I - Name

The name of the Limited Liability Company is ESG HANSELMAN II MANAGEMENT, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 4550 North Bay Road, Miami Beach, Florida 33140.

ARTICLE III - Registered Agent and Office

The street address of the Company's initial registered office is 4550 North Bay Road, Miami Beach, Florida 33140, and the name of its initial registered agent at such office is Judith Herman.

ARTICLE IV - Manager(s) or Managing Member(s)

Title:	Name and Address:
Manager	Judith Herman 4550 North Bay Road, Miami Beach, Florida 33140
Sole Member	Cheli, LLC, a Florida limited liability company 4550 North Bay Road, Miami Beach, Florida 33140

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In accordance with Section 203 of The Limited Liability Company Law, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.
Dated as of October 11, 2007.



Authorized Signor

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the

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undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Section 203 of The Limited Liability Company Law. Dated as of October 11, 2007.

Judith Herman
Judith Herman

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