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Account Number : 110432003053 Phone

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

### OTHER SEAS, LLC

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# AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective May 7, 2009 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: Other Seas, LLC

Old Name:

#### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on January 3, 2008.

#### Article III. Address

The Company's street and mailing address is:

Other Seas, LLC 2899 Collins, Suite 1043 Miami Beach FL 33140

# Article IV. Registered Agent

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

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 UNITED STATES

Corporate Creations International Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 (561) 694-8107 PILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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### Article V. Transferability of Membership Interests

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 assignce 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 of each manager is: |  |
|--|--|
| THIAGO THOMAZ  |  |
| 2899 Collins, Suite 1043 Miami Beach FL 33140                        |  |
| MARCELO DE BRITTO SOUZA  |  |
| 2899 Collins, Suite 1043 Miami Beach FL 33140                        |  |
| FABIO ALEXANDRE DE BRITTO SOUZA                                      |  |
| 2899 Collins, Suite 1043 Miami Beach FL 33140                        |  |
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# Article VII. Officers. The Company's officers are:

President

Thiago Thomaz

Secretary

Marcelo de Britto Souza

General Manager Fabio Alexandre de Britto Souza

Corporate Creations International Inc. 11380 Prosperity Farms Road #221E Paim Beach Gardens FL 33410 (561) 694-8107

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# Article VIII. 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.

| Other S | Seas, LLC                         |  |
|---------|-----------------------------------|--|
| Ву:     | WXXX                              |  |
| ьу      | Veronica Raez as aftorney-in-fact |  |
| Name:   | Thiago Thomaz                     |  |
|         | President                         |  |
| Date:   | May 7, 2009                       |  |

Corporate Creations International Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 (561) 694-8107