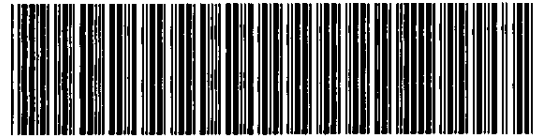


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EXAMINER

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: SANTA MAGDALENA PROPERTIES, LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MANUEL A. PEREZ, ESQ.
Name of Person

HARPER MEYER PEREZ HAGEN O'CONNOR ALBERT & J
Firm/Company

201 S. BISCAYNE BLVD. SUITE 800
Address

MIAMI, FLORIDA 33131
City/State and Zip Code

MPEREZ@HARPERMEYER.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MANUEL A. PEREZ, ESQ. at (**305**) **577-3443**
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
SANTA MAGDALENA PROPERTIES, LLC**

WHEREAS, on June 19, 2008, the initial articles of Santa Magdalena Properties, LLC (the "Company") were adopted and filed with the Florida Department of State ("Original Articles");and

WHEREAS, the members of the Company have determined that it is in their best interest to adopt revised articles for the Company in the form hereof; and

NOW THEREFORE, the undersigned being a duly authorized representative of the members, pursuant to the provisions of Florida Statutes Section 608.411, adopts the following Amended and Restated Articles of Organization of SANTA MAGDALENA PROPERTIES, LLC, a limited liability company duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on June 19, 2008 (the "Amended and Restated Articles of Organization");

ARTICLE I

NAME

The name of the limited liability company is SANTA MAGDALENA PROPERTIES, LLC.

ARTICLE II

PRINCIPAL AND MAILING ADDRESS

The principal office and mailing address of the Company is:

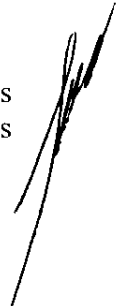
c/o 201 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

The Company designates 201 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131 as the street address of the registered office of the Company and names Law Center of the Americas

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TALLAHASSEE, FLORIDA



LLC as the Company's registered agent at that address to accept service of process within this state.

ARTICLE IV

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of the Original Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement.

ARTICLE V

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. Each Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. Each Manager(s) shall serve in such capacity until its (their) successor(s) are duly elected and qualified. Each Manager(s), other than the initial Managers, shall be appointed or elected solely as provided in the Operating Agreement.

ARTICLE VI

MANAGERS

The name and address of the Managers of the Company are:

David Rodriguez Freitas
201 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

Adriana Pena Borges
201 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

ARTICLE VII

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII

ADDITIONAL MEMBERS

Additional Members may be admitted upon (1) the unanimous written consent of the then existing Members or (2), in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE IX

OPERATING AGREEMENT

Once adopted by the Members, the power to alter, amend and/or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE X

AMENDMENT

The power to adopt, alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Member(s) of the Company and in accordance with the procedures set forth in the Operating Agreement of the Company, if applicable.

All actions taken previously by any previous manager or member of the company is hereby reaffirmed and ratified hereby.

These Amended and Restated Articles of Organization of the Company are hereby executed this 21 day of December, 2011.

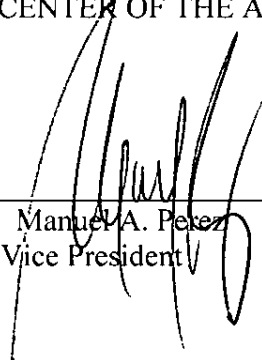

By: _____
Name: David Rodriguez Fuentes
Title: Authorized Representative

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TALLAHASSEE, FLORIDA
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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for SANTA MAGDALENA PROPERTIES, LLC, to accept service of process at the place designated in these Amended and Restated Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 21 day of December, 2011

LAW CENTER OF THE AMERICAS, LLC

By: 
Name: Manuel A. Perez
Title: Vice President

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