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Division of Corporations

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**L09000050707**

Florida Department of State  
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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
GRIMCLAN, LLC**

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AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
GRIMCLAN, LLC

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Pursuant to the provisions of Sections 608.408 and 608.411 of the Florida Limited Liability Company Act, the undersigned limited liability company hereby adopts the following Amended and Restated Articles of Organization:

1. The name of the limited liability company is GRIMCLAN, LLC.
2. The original Articles of Organization of the limited liability company were filed with the Department of State on May 26, 2009, and assigned Document No. L09000050707.
3. The Amended and Restated Articles of Organization shall be effective upon the filing thereof with the Department of State.
4. The text of the limited liability company's Amended and Restated Articles of Organization is as follows:

AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
GRIMCLAN, LLC

ARTICLE I

The name of this limited liability company is: GRIMCLAN, LLC (the "Limited Liability Company").

ARTICLE II

The duration of the Limited Liability Company shall be perpetual.

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ARTICLE III

The principal office and mailing address of the Limited Liability Company is as follows:

1395 Brickell Avenue, 14<sup>th</sup> Floor  
Miami, Florida 33131

ARTICLE IV

The Registered Agent of the Limited Liability Company and his street address in the State of Florida are as follows:

Fabian A. Pal, Esq.  
1395 Brickell Avenue, 14th Floor  
Miami, Florida 33131

ARTICLE V

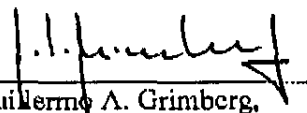
The Limited Liability Company will be manager-managed. The names and addresses of the Managers are as follows:

Guillermo A. Grimberg  
Armenia 2433, Piso 14-B  
Buenos Aires, Argentina

Juana Gerson de Grimberg  
Armenia 2433, Piso 14-B  
Buenos Aires, Argentina

5. The foregoing Amended and Restated Articles of Organization are duly executed and being filed in accordance with and in the manner prescribed by Sections 608.411 and 608.408 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization this 7<sup>th</sup> day of December, 2012.

  
Guillermo A. Grimberg,  
as Authorized Representative of the Members

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STATE OF FLORIDA )  
 ) ss.  
COUNTY OF MIAMI-DADE )

Before me personally appeared Guillermo A. Grimberg, as Authorized Representative of the Members, [X] who is personally known to me, or [ ] who produced \_\_\_\_\_ as identification, to be the person who executed the foregoing Amended and Restated Articles of Organization.

In witness whereof, I have hereunto set my hand and seal this 7th day of December, 2012.

(SEAL)

NOTARY PUBLIC STATE OF FLORIDA  
Judith D. Rodman  
Commission #DD921378  
Expires: OCT. 18, 2013  
BONDED THRU ATLANTIC BONDING CO., INC.

Notary Public, State of Florida

Print Name: JUDITH D. RODMAN  
My commission expires: 10/18/2013

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CERTIFICATE OF DESIGNATION  
OF RESIDENT AGENT AND  
ACCEPTANCE OF DESIGNATION

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the state of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

1. The name of the limited liability company is: GRIMCLAN, LLC.
2. The name and address of the Registered Agent and Office is:

Fabian A. Pal, Esq.  
1395 Brickell Avenue, 14th Floor  
Miami, Florida 33131

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in the Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
Fabian A. Pal, Registered Agent

Date: 12/7/12

GRIMCLAN, LLC

By:   
\_\_\_\_\_

Guillermo A. Grimberg,  
as Authorized Representative  
of the Members

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