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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ESTEFIN, LLC**

1. The original Articles of Organization of ESTEFIN, LLC (the "Company") were filed with the Secretary of State of the State of Florida on June 24, 2009.
2. These Amended and Restated Articles of Organization of the Company were duly executed and are being filed in accordance with Section 608.411 of the Florida Limited Liability Company Act (the "Act").
3. The Articles of Organization of the Company are hereby amended and restated in their entirety to read as follows:

ARTICLE I

Name: The name of this limited liability company is Estefin, LLC (the "Company").

ARTICLE II

Mailing Address and Street Address: The Company's mailing address and street address of the principal office is 420 Jefferson Avenue, Miami Beach, Florida 33139.

ARTICLE III

Registered Agent and Registered Office: The name and the Florida street address of the registered agent are as follows: Corporate Creations Network Inc., 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410.

ARTICLE IV

Management of the Company: The Company is to be managed by one or more managers and is, therefore, a manager-managed limited liability company.

ARTICLE V

Single Member: The Company shall be a single-member limited liability company.

ARTICLE VI

Termination of Membership: If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

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ARTICLE VII

Regulations: The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company, (the "Operating Agreement").

ARTICLE VIII

National Football League policy has limitations on the number and type of persons who may have ultimate direct, indirect, beneficial, contingent or other interests in the Miami Dolphins franchise (the "Franchise") and prohibits any direct or indirect sale, transfer, assignment, pledge, hypothecation, encumbrance or other disposition of, or with respect to, the Franchise or any direct or indirect interest therein without the prior consent of the National Football League, unless specifically exempted from such consent pursuant to the Constitution and Bylaws of the National Football League. Please contact the National Football League, League Counsel, 280 Park Avenue, New York, New York 10017 to determine the applicable requirements.

Notwithstanding any agreement to the contrary, these Amended and Restated Articles of Incorporation and any and all other arrangements between or among the parties hereto or any entity that has any interest, direct or indirect, in any party hereto which relates to the ownership or operation of the Miami Dolphins franchise (the "Franchise") as a member club of the National Football League, are subject to the Constitution and Bylaws of the National Football League, the Articles of Association and Bylaws of the NFL Management Council, and certain decisions, rulings, resolutions, actions and other matters. This Article VIII and any other provision hereof affecting the rights of the National Football League may not be amended, waived or otherwise adversely affected without the prior written consent of the National Football League, in its sole discretion, which such League is a third-party beneficiary of the covenant and agreement reflected in this Article. The parties hereto will provide copies of any proposed amendments hereto to the National Football League, 280 Park Avenue, New York, N.Y. 10017, Attn: League Counsel.

In the event of any inconsistency or conflict between the terms and provisions of these Amended and Restated Articles of Organization and those contained in that certain consent letter dated January 8, 2010 issued by the National Football League to Miami Dolphins, Ltd., Estefin, LLC, and the other parties named therein (the "Consent Letter"), the terms and provisions of the Consent Letter shall control.

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ARTICLE IX

Duration: The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

IN WITNESS WHEREOF, the undersigned executed these Amended and Restated Articles of Organization on the 8th day of January, 2010.

Estefin, LLC


Emilio Estefan, Manager

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