

L10000026590

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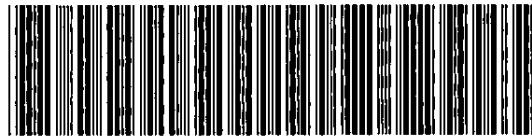
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
MAR 31 2010
EXAMINER

HARVEY D. ROGERS, P.A.
Attorney at Law
Courthouse Plaza, Suite 500
28 West Flagler Street
Miami, Florida 33130-1891

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Rogerslaw1@aol.com

Secretary of State
Florida Department of State
R.A. Gray Building
500 South Bronough Street
Tallahassee, FL 32399-0250

March 25, 2010
Re: Piedra Investments, LLC

To Whom It May Concern:

Enclosed please find an Amended and Restated Articles of Organization of Piedra Investments, LLC and a check in the amount of \$30.00.

Thank you for your prompt attention to this matter. Should there be any questions or concerns, please feel free to contact the undersigned.

Sincerely yours,

Harvey D. Rogers, Esq.

HDR/adr
c.c. Piedra Investments, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PIEDRA INVESTMENTS, LLC**

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2010 MAR 30 PM 3: 57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This *Amended and Restated Articles of Organization of Piedra Investments, LLC*, duly executed and filed pursuant to *Section 608.411, Florida Statutes*, is to be effective upon filing and is a Restatement and in part an Amendment of the Articles of Organization of : Piedra Investments, LLC, filed initially with the Department of State of the State of Florida on March 10, 2010. **L10000026590**

ARTICLE I
(Name of Company)

The name of this Limited Liability Company is amended and changed to: ***Piedra Enterprises II, LLC***, hereinafter referred to as the "Company".

ARTICLE II
(Authorized Activity)

This Company is organized under provisions of *Chapter 608, Florida Statutes*, for the purpose of transacting and to engage in any activity or business specifically permitted under the Laws of the State of Florida and The United States of America.

ARTICLE III
(Duration of Company)

The duration of this Company shall be perpetual.

ARTICLE IV
(Address of Company and Resident Agent)

The principal office, mailing address and registered office of the Company, until such time the same is changed and amended is: Courthouse Plaza Suite 500 28 West Flagler Street Miami, Florida 33130-1891, and the initial name of the Registered Agent of the Company, at the above address is: ***Alfredo Piedra***.

Having been named as registered agent 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 the 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 I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, Florida Statutes.


Alfredo Piedra

ARTICLE V

(Amendment to Articles and Operating Agreement)

This Company shall have all the powers enumerated in the Florida Limited Liability Company Act as provided in *Chapter 608, Florida Statutes* and its amendments. Members by a prorata vote of a majority of the percentage of ownership, shall have the power to adopt, alter, amend, repeal or dissolve the Articles of Organization and the Operating Agreement of this Company in compliance with the Florida Limited Liability Company Act.

ARTICLE VI

(Operating Agreement Established)

Upon execution hereof, the Members of the Company have adopted an Operating Agreement relating to their agreement for regulations in the operation, management and continuation of the business and the affairs of this Company which are not inconsistent with these Articles of Organization of the Company or applicable provisions of Federal or State laws.

ARTICLE VII

(Management of Company Business)

All company powers and business affairs of the Company shall be managed under the direction of, and by a majority of a prorata vote of the percentage of ownership interest held in the Company by its Members and not by a majority vote of its Members. The names and addresses of the Member, Managers, and Managing Members are:

<i>Names:</i>	<i>Addresses:</i>	<i>Positions:</i>
1. <i>Alfredo Piedra:</i>	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891	Managing Member
2. <i>Alfredo Piedra, Jr.:</i>	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891	Manager/ Member
3. <i>Eduardo Piedra:</i>	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891	Manager/ Member

ARTICLE VIII

(Transfer and Admission of Additional Members)

This Company shall initially have three (3) Members, the number of which may be increased or decreased from time to time, but shall never be less than two (2) Members. Members have the right to admit other members in compliance with the Operating Agreement and regulations adopted and the terms and conditions therein set forth. However, unless amended, the Members by a prorata vote of the percentage of ownership interest held in the Company by its Members and not by a majority of its Members, may admit

new Members.

A Member's interest in this Company may be transferred with the written consent of majority of the prorata vote of the percentage of ownership of the Members if the transferee intends to become a Member. Without written consent, if a transfer is effectuated, a transferee shall not be entitled to become a Member or participate in the management of the Company, but shall be entitled to a share of the profits or other compensation or return of contributions to which the transferor may have otherwise be entitled.

ARTICLE IX
(Members' Meetings)

Annual meetings of the Members shall be held on the first Tuesday of February of each year without call or notice at: the Company's Registered Office, at: 2:00 P.M., or if other wise noticed, at such times and places selected by the majority vote of the percentage of ownership of the Members. Special meetings may be called by a Member in accordance with the Operating Agreement and regulations promulgated therein or at any time after giving 5 days written notice to the other Members of the date, time, and the purposes of the meeting. During any meeting, annual or special, minutes shall be kept and maintained by the Company.

ARTICLE X
(Continuation of Business)

Members of the Company shall have the right to continue business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the Company as provided in the Operating Agreement of the Company and by the substitution of a new Member, if statutorily required by the remaining Member or Members by a prorata majority vote of the percentage of the ownership interest in the Company. However, at no time shall the Company have less than two (2) Members.

ARTICLE XI
(Contribution of Capital)

The initial capital cash contribution, or other identified contributions in kind, with the agreed upon cash valuation of the non-cash items to this Limited Liability Company, shall consist of the following Capital Contributions valuations and the relative percentage of contribution determining ownership interest of the following Members:

<u>Name of Member:</u>	<u>Contribution:</u>	<u>Percentage:</u>
1. Alfredo Piedra	\$ 5.00	5%
2. Alfredo Piedra, Jr.	\$ 47.50	47.5 %
1. Eduardo Piedra	\$ 47.50	47.5%

The contributions to capital may be in the form of cash or in property, tangible or intangible, personal, real or mixed. Contributions of capital shall be paid within 15 days after the filing of these Articles of Organization with the Department of State of Florida.

Additional contributions to equity in the Company, or loans made to the Company, shall be made or determined required, from time to time, based upon the needs of the Company as determined by its Members in conformity with the Operating Agreement.

ARTICLE XII
(Division of Profits and Losses)

Members shall be entitled to the net profits arising from the operation of the Company's business according to the Member's prorata interest share in the Company. Similarly, losses shall be passed through to each Member according to the Member's prorata interest share in the Company.

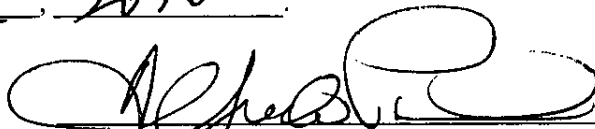
ARTICLE XIII
(Title to Assets)

All property brought to, contributed to, transferred to, acquired or purchased by the Company, shall be held, owned and conveyance made in the name of the Company. The Operating Agreement and regulations therein of the Company shall designate an authorized agent for execution of contracts and other documents relating to property of the Company.

ARTICLE XIV
(Indemnification of Members)

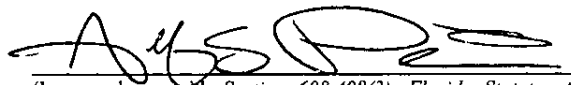
The Company shall indemnify its Members, Agents or Managers, or any former Members, Agents or Managers, against expenses actually and reasonably incurred or in connection with the defense or an action, suit, or proceeding, whether civil or criminal, in which they are a party and to the full extent permitted by law for all acts done or made on behalf of the Company.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Organization this 12th day of March, 2010.



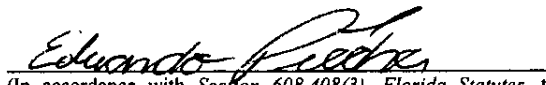
(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Name: **Alfredo Piedra**



(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Name: **Alfredo Piedra, Jr.**



(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Name: **Eduardo Piedra**

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE } S.S.

Acknowledged, Sworn to and subscribed before me this 12th day of March, 2010, by:
Alfredo Piedra, Alfredo Piedra, Jr. and Eduardo Piedra, who did/did not take an oath.

My Commission Expires On:

Alfredo Piedra,

who is personally known: ☒ OR Produced Identification of: _____

Alfredo Piedra, Jr.

who is personally known: ☒ OR Produced Identification of: _____

Eduardo Piedra,

who is personally known: ☒ OR Produced Identification of: _____

Notary Public - State of Florida
HARVEY D. ROGERS
Notary Public - State of Florida
My Commission Expires Nov 17, 2011
Commission # 695425

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TALLAHASSEE, FLORIDA

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