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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Romano Management, 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:

David da Silva Cornell, Esq.
Name of Person

Tew Cardenas LLP
Firm/Company

1441 Brickell Avenue, 15th Floor
Address

Miami, FL 33131
City/State and Zip Code

dcornell@tewlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Cornell at (305) 539.2462
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

**SECOND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
ROMANO MANAGEMENT, LLC**

The Articles of Organization of ROMANO MANAGEMENT, LLC were filed on April 26, 2010, and assigned Florida document number L10000044170. Amended and Restated Articles of Organization were thereafter filed on October 26, 2010.

The Articles of Organization of ROMANO MANAGEMENT, LLC are hereby further amended and restated pursuant to Section 608.411 of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act"), as follows:

**ARTICLE I
NAME**

The name of the limited liability company is:

ROMANO MANAGEMENT, LLC

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address and the mailing address of the limited liability company are:


1441 Brickell Avenue, 15th Floor
Miami, Florida 33131

**ARTICLE III
REGISTERED AGENT**

The name and Florida street address of the limited liability company's registered agent are:

David da Silva Cornell, Esq.
1441 Brickell Avenue, 15th 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 these Second Amended and Restated Articles of Organization, 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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



David da Silva Cornell

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE IV MEMBERS

The sole member of the limited liability company is:

Denise Romano
1441 Brickell Avenue, 15th Floor
Miami, Florida 33131

ARTICLE V MANAGEMENT

5.1 Management of the limited liability company will be by a manager or managers appointed by the members.

5.2 The sole member hereby appoints and designates the following persons as the managers of the limited liability company:

Denise Romano
1441 Brickell Avenue, 15th Floor
Miami, Florida 33131

Natalia Gari
1441 Brickell Avenue, 15th Floor
Miami, Florida 33131

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

No person shall be admitted as a member of the limited liability company unless the totality of the members consents to such admission unanimously and in writing.

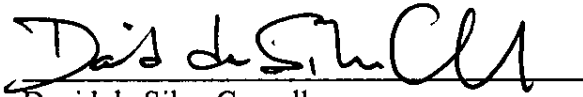
ARTICLE VII LIABILITY OF MEMBERS AND MANAGERS

Neither the members nor the managers of the limited liability company shall be liable, solely by reason of being a member or a manager, under a judgment decree, or order of a court, or in any other manner, for a debt, obligation, or liability of the limited liability company.

ARTICLE VIII EFFECTIVE DATE

These Second Amended and Restated Articles of Organization shall be effective as of the date of filing hereof.

Executed this 29th day of January 2011.

A handwritten signature in black ink, appearing to read "David da Silva Cornell", written over a horizontal line.

David da Silva Cornell

As Authorized Representative of the Sole Member

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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.