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PAN ORLANDO GROUP LLC

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EXAMINER

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted by the Managers and Members pursuant to Section 608.411 Florida Statutes. Each Amendment set forth in these Amended and Restated Articles of Organization was approved by the unanimous vote of the Managers and Members. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

The name of this Limited Liability Company is Pan Orlando Group LLC

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on August 2, 2010.

Article III. Address

The Company's street and mailing address is:

Pan Orlando Group LLC
2775 N.E. 187th Street, Unit 624
Aventura FL 33180

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned. Any conflict between the provisions contained in this Article V. and those contained in the Company's Operating Agreement will be resolved in favor of the Operating Agreement.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

METROPOLE AXA INC.
2775 N.E. 187th Street, Unit 624 Aventura FL 33180

U.SURGENT ORLANDO INC.
2775 N.E. 187th Street, Unit 624 Aventura FL 33180

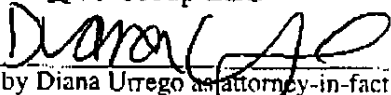
STEVEN SEYMOUR
2775 N.E. 187th Street, Unit 624 Aventura FL 33180

Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Pan Orlando Group LLC

By: 
by Diana Urrego as attorney-in-fact

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

Pan Orlando Group LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS NETWORK INC.
Diana Urrego, Special Secretary

Date: October 29, 2010

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

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