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AMERICA COLOSSEUM LLC

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JUL - 7 2011
EXAMINER

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
AMERICA COLOSSEUM LLC**

The undersigned Manager, pursuant to the provisions of Florida Statutes Section 608.411, adopts the following Amended and Restated Articles of Organization of AMERICA COLOSSEUM LLC, a limited liability company duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on June 28, 2011 (the "Amended and Restated Articles of Organization"):

ARTICLE I

NAME

The name of the limited liability company is AMERICA COLISEUM LLC (the "Company").

ARTICLE II

THE PRINCIPAL BUSINESS AND MAILING ADDRESS

The principal business and mailing address of the Company is:

201 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

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ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

The Company designates 201 S. Biscayne Blvd., Suite 800, Miami, Florida 33131 as the street address of the registered office of the Company and names Law Center of the Americas, LLC as the Company's registered agent at such address to accept service of process within this state.

ARTICLE IV

DURATION AND TERMINATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with Florida law and also in accordance with the Operating Agreement of the Company, if applicable.

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ARTICLE V

MANAGEMENT

The Company shall be managed by three (3) Managers and there shall be two different classes of Managers: Class A Managers and Class B Managers that shall act jointly on behalf of the Limited Liability Company in all matters, with one signature required from a member of the Class A Managers and one signature required from a member of the Class B Managers in order to bind the Limited Liability Company with respect to all matters.

ARTICLE VI

MANAGERS

The names and addresses of the Class A Managers and Class B Managers of the Limited Liability Company are:

Class A Managers

Juan Carlos Perez-Canto
201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

Class B Managers

John Rafael Troconis
201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

Jaime Parra a/k/a J.J. Parra
201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

ARTICLE VII

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII

ADDITIONAL MEMBERS

Additional Members may be admitted upon (1) the unanimous written consent of the then existing Members or (2) in the manner set forth in the Operating Agreement of the Company, if applicable.

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ARTICLE IX

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Member(s) of the Company in the manner set forth in the Operating Agreement of the Company, if applicable.

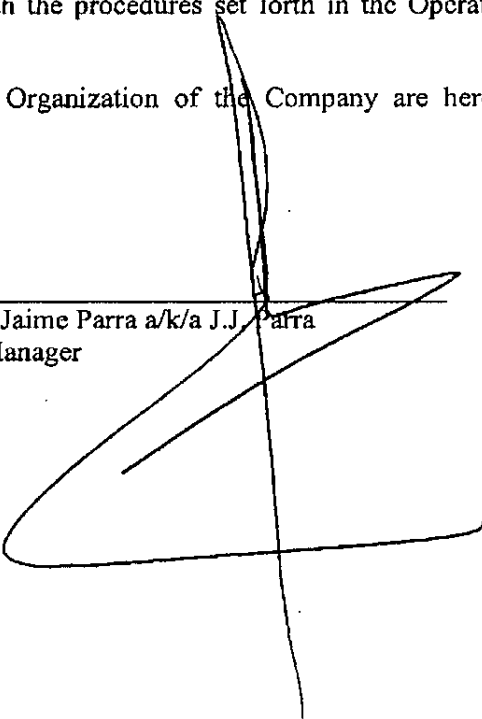
ARTICLE X

AMENDMENT

The power to adopt, alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Member(s) of the Company or as otherwise provided in and in accordance with the procedures set forth in the Operating Agreement of the Company, if applicable.

These Amended and Restated Articles of Organization of the Company are hereby executed this 6th day of July, 2011.

By: _____
Name: Jaime Parra a/k/a J.J. Parra
Title: Manager




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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for AMERICA COLISEUM LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 6 day of July, 2011.

LAW CENTER OF THE AMERICAS, LLC

By: 
Name: Steven H. Hagen
Title: Vice President

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