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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
UNITED GROUP HOLDING LLC**

Certificate of Status	0
Certified Copy	0
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TALLAHASSEE, FLORIDA

J. SAULSBERRY
EXAMINER

MAY 25 2012

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted May 24, 2012 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: United Group Holding LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on June 13, 2011.

Article III. Principal Address

The street address of the Company's principal office is:

United Group Holding LLC
Calle Aquilino de la Guardia No. 8
IGRA Building, 2nd Floor
Panama REPUBLIC OF PANAMA

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Article IV. Mailing Address

The Company's mailing address is:

701 BRICKELL AVENUE SUITE 3000
MIAMI FL 33131

Piquet Law Firm, P.A.
801 Brickell Ave Ste 1610
Miami FL 33131
786-558-8054

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Article V. 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 UNITED STATES

Article VI. 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, to participate in the management of the Company, 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.

Article VII. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VIII. Management

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

ALESSANDRO MARQUES DE AVILA
Calle Aquilino de la Guardia No. 8 IGRA Building, 2nd Floor Panama
PARAGOULD HOLDINGS INC.
Calle Aquilino de la Guardia No. 8 IGRA Building, 2nd Floor Panama

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Piquet Law Firm, P.A.
801 Brickell Ave Ste 1610
Miami FL 33131
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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.
Jessica Morales, Special Secretary

Date: May 24, 2012

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TALLAHASSEE, FLORIDA

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