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TALLAHASSEE, FLORIDA

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: SOUTH PROPERTIES 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:

THOMAS FALKNER

Name of Person

ALVAREZ & MARSAL TAXAND, LLC

Firm/Company

TWO ALHAMBRA PLAZA, STE 1101

Address

CORAL GABLES, FL 33134

City/State and Zip Code

TFALKNER@ALVAREZANDMARSAL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MARC DEPAUL

Name of Person

at **(305) 704-6700**

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

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION FOR
SOUTH PROPERTIES LLC**

Article I. Name

The name of this Florida limited liability company is:
SOUTH PROPERTIES LLC

Article II. Address

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

SOUTH PROPERTIES LLC
1541 Brickell Avenue
Suite 1806
Miami, FL 33129

Article III. Registered Agent

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

MF CORPORATE SERVICES INTERNATIONAL
1541 Brickell Avenue
Suite 1806
Miami, FL 33129

Article IV. 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 V. 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 VI. Members

The name and address of the sole Member of the Company is:

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FLYING STARS SERVICES LTD.
Mossfon Building, Second Floor
54th Street, Marbella
Panama, Rep. of Panama 33129

Article VII. Managers

A. This is a manager-managed company. The number of Managers serving at any given time shall be the number elected by the Member, but such number may not be less than one nor more than three. Managers may be entities as well as individuals and need not be Members. The name, address, and title of each Manager is as follows:

Chief Executive Manager – Juan Carlos Correa Ballesteros
5865 SW 96th Street
Miami, FL 33156

Manager – Marc DePaul
Two Alhambra Plaza, Suite 1101
Coral Gables, FL 33134

B. The Chief Executive Manager shall have all rights and responsibilities in the management and conduct of the Company's activities and affairs.

C. Managers shall have limited rights and responsibilities in the management and conduct of the Company's activities and affairs. Such limitations shall only be determined by the sole Member or Chief Executive Manager. Managers shall not have the authority to sign and deliver an instrument transferring or affecting the Company's interest in real property without express written authorization from the sole Member.

Article VIII. Company Existence

The Company's existence shall begin effective as of July 5, 2011.

The undersigned authorized representative of the sole Member executed these Amended and Restated Articles of Organization on this 18 day of September, 2014.

Sole Member:


FLYING STAR SERVICES LTD.

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