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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
CALLE OCHO 17 HOLDINGS, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALLY
EXAMINER
OCT 26 2011

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

CLERK OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Organization were adopted 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: 8440 Property Holdings, LLC
Old Name: Calle Ocho 17 Holdings, LLC

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on July 20, 2011.

Article III. Address

The Company's street and mailing address is:

8440 Property Holdings, LLC
370 MIRACLE MILE
MIAMI FL 33134

Article IV. Registered Agent

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

ANIBAL DUARTE-VIERA, ESQ.
370 MIRACLE MILE
MIAMI FL 33134

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, 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 VI. 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 VII. Management

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

RAFAEL A. DIAZ
370 MIRACLE MILE MIAMI FL 33134
FAUSTO CALLAVA
370 MIRACLE MILE MIAMI FL 33134
A&I PARDO HOLDINGS, LTD
370 MIRACLE MILE MIAMI FL 33134
DUARTE-VIERA ENTERPRISES, LP
370 MIRACLE MILE MIAMI FL 33134

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Article VIII. 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.

8440 Property Holdings, LLC

By: Valerie Hawk-Donohue
by Valerie Hawk-Donohue as atty-in-fact

Name: RAFAEL A. DIAZ

Title: MGR

Date: October 25, 2011

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:
8440 Property Holdings, LLC

REGISTERED AGENT/OFFICE:
ANIBAL DUARTE-VIERA, ESQ.
370 MIRACLE MILE
MIAMI FL 33134

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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.



ANIBAL DUARTE-VIERA, ESQ.

by Valerie Hawk-Donohue as atty-in-fact

Date: October 25, 2011

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