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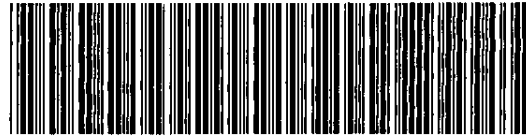
\_\_\_\_\_  
(Business Entity Name)

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(Document Number)

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**2011 AUG 19 PM 12:49**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**C. LEWIS**  
**AUG 22 2011**  
**EXAMINER**

**RAFAEL J. SANCHEZ-ABALLI PA**

2506 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134  
TELEPHONE (305) 779-5041 • FACSIMILE (305) 779-5047  
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August 18, 2011

**VIA FEDERAL EXPRESS**

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 West Executive Center Circle  
Tallahassee, Florida 32301

Re: G&L Associates at Calabria LLC and  
G&L Managing Associates at Calabria Corp.

Sir/Madam:

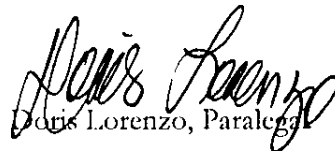
Enclosed please find the following documents in connection with the referenced entities:

1. Executed Amended and Restated Articles of Organization of G&L Associates at Calabria LLC amending the original filing of August 3, 2011;
2. Executed Amended and Restated Articles of Incorporation of G&L Managing Associates at Calabria Corp. amending the original filing of August 3, 2011; and
3. Our firm's Check No. 5171 in the amount of \$70.00 representing the filing fee.

As always, if you have any questions, please do not hesitate to contact us.

Very truly yours,

**RAFAEL J. SANCHEZ-ABALLI P.A.**

  
Doris Lorenzo, Paralegal

/dl  
Enclosures as noted

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
G&L ASSOCIATES AT CALABRIA LLC**

Pursuant to the provisions of Florida Statutes Section 608.411, G&L Associates at Calabria LLC, a Florida limited liability company (the "Company"), hereby certifies as follows and adopts the following Amended and Restated Articles of Organization:

1. The name of the Company is G&L Associates at Calabria LLC and the Company was formed on August 3, 2011 by the filing of Articles of Organization with the Department of State under Document Number L000089184. **L11000089184**

2. These Amended and Restated Articles of Organization shall amend, restate and supersede in their entirety any and all prior Articles of Organization, as amended, including, without limitation, any Articles of Organization from the date of the Company's original formation through the date hereof.

**ARTICLE I - NAME**

The name of the Limited Liability Company is:

G&L ASSOCIATES AT CALABRIA LLC

**ARTICLE II - ADDRESS**

The mailing address of the Limited Liability Company is:

G&L ASSOCIATES AT CALABRIA LLC  
P.O. Box 610338  
North Miami, Florida 33261

The street address of the principal office of the Limited Liability Company is:

G&L ASSOCIATES AT CALABRIA LLC  
1986 NE 149<sup>th</sup> Street  
North Miami, Florida 33181

**ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is:

Rafael Sanchez-Aballi Esq.  
2506 Ponce de Leon Blvd.  
Coral Gables, Florida 33134

**ARTICLE IV - PURPOSE**

The purpose for which the Limited Liability Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

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## **ARTICLE V - DURATION**

The Limited Liability Company shall exist perpetually unless dissolved according to law.

## **ARTICLE VI - MANAGEMENT**

As set forth in the Limited Liability Company's Operating Agreement, the Limited Liability Company is to be managed by one managing member. The name of the initial managing member is as follows:

G&L Managing Associates at Calabria Corp.

## **ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS**

New members may be admitted by the unanimous vote and upon such terms as the then current members of the Limited Liability Company may determine at the time of the application by or on behalf of a proposed new member.

## **ARTICLE VIII - MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which would ordinarily terminate the continued membership of a member of the Limited Liability Company.

## **ARTICLE IX - INDEMNIFICATION**

(A) The Limited Liability Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the Limited Liability Company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, Company, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly

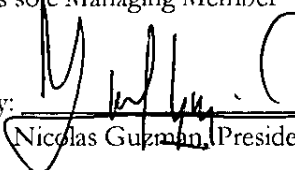
and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Company.

Dated August 4, 2011.

**G&L ASSOCIATES AT CALABRIA LLC,**  
a Florida limited liability company

By: **G&L MANAGING ASSOCIATES**  
**AT CALABRIA CORP.,** a Florida corporation  
Its sole Managing Member

By:   
Nicolas Guzman, President

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
G&L ASSOCIATES AT CALABRIA LLC**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

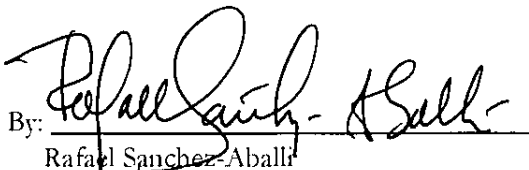
1. The name of the Limited Liability Company is:

G&L ASSOCIATES AT CALABRIA LLC

2. The name and address of the registered agent and office is:

Rafael Sanchez-Aballi  
2506 Ponce de Leon Blvd.  
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for the above-stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:   
Rafael Sanchez-Aballi

Date: August 4, 2011

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