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Division of Corporations

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J. BRYAN

MAY - 8 2012

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
LOCOMOTIF, LLC**

The undersigned, being a duly authorized representative of a member, pursuant to the provisions of Florida Statutes Section 608.411, adopts the following Amended and Restated Articles of Organization of LOCOMOTIF, 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 January 18, 2012 (the "Amended and Restated Articles of Organization"):

ARTICLE I

NAME

The name of the limited liability company is LOCOMOTIF, LLC (the "Company").

ARTICLE II

PRINCIPAL AND MAILING ADDRESS

The principal office and mailing address of the Company is:

201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

The Company designates 201 S. Biscayne Boulevard, 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 that address to accept service of process within this state.

ARTICLE IV

DURATION AND CONTINUATION

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 the Company's Operating Agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. All Managers, other than the initial Managers, shall be appointed or elected solely as provided in the Operating Agreement.

ARTICLE VI

MANAGER

The name and address of the Manager of the Company are:

Gianfranco Luigi Nicolaci
201 South Biscayne Boulevard
Suite 800
Miami, Florida 33131

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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.

ARTICLE IX

OPERATING AGREEMENT

Once adopted by the Members, the power to alter, amend and/or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if applicable.

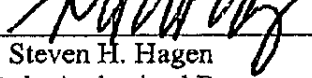
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ARTICLE X

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 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 30th day of April, 2012.

By: 
Name: Steven H. Hagen
Title: Duly Authorized Representative
of a Member


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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for LOCOMOTIF LLC, to accept service of process at the place designated in these Amended and Restated 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 30th day of April, 2012.

LAW CENTER OF THE AMERICAS, LLC

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

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