

Division of Corporations

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To:

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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC
Account Number : 110432003053
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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
PROSPERITY BALTUS, LLC**

Certificate of Status	0
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Page Count	02
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FLORIDA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
AND COMMERCIAL
REGISTRATION SERVICES

MAR 18 2015
D. BRUCE

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted March 17, 2015 by the members pursuant to section 605.0202, 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: PROSPERITY BLUES, LLC
Old Name: PROSPERITY BALTUS, LLC

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on March 2, 2015.

Article III. Address

The Company's street and mailing address is:

PROSPERITY BLUES, LLC
801 Brickell Avenue, Suite 1610
Miami FL 33131

Article IV. Registered Agent

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

Professional Corporate Services, LLC
801 Brickell Ave Ste 1610
Miami FL 33131

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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:
ANDRE URBANO
801 Brickell Avenue, Suite 1610 Miami FL 33131

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TALLAHASSEE FLORIDA

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

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.

PROSPERITY BLUES, LLC

By: Gina Mulligan
by Gina Mulligan as Attorney-in-Fact

Name: Andre Urbano

Title: Manager

Date: March 17, 2015

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:
PROSPERITY BLUES, LLC

REGISTERED AGENT/OFFICE:
**Professional Corporate Services, LLC
801 Brickell Ave Ste 1610
Miami FL 33131**

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

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FLORIDA

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.


PROFESSIONAL CORPORATE SERVICES, LLC
by Gina Mulligan as Attorney-in-Fact

Date: March 17, 2015

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