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TALLAHASSEE, FLORIDA

D. BRUCE

MAR 10 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ci Fuentes Y Cía, L.C.
(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:

Nicolás J. Gutiérrez, Jr., Esq.
(Name of Person)

Borgognoni & Gutiérrez, LLP
(Firm/Company)

2665 S. Bayshore Dr., Suite #701
(Address)

Miami, Florida 33133
(City/State and Zip Code)

For further information concerning this matter, please call:

Nicolás J. Gutiérrez, Jr. at 305 860-2060
(Name of Person) (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

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

OF

CIFUENTES Y CIA., L.C.

Pursuant to Chapter 608 of the Florida Statutes, as amended, CIFUENTES Y CIA, L.C., an active for-profit Florida limited liability company (the "Company"), certifies that:

1. The original Articles of Organization of the Company were filed on March 12th, 1996.
2. These Amended and Restated Articles of Organization were duly and unanimously adopted by the Company's Managers as of March 1st, 2009;
3. No Member action was required, because no Certificates of Membership have ever been issued by the Company.
4. The Company's Articles of Organization are hereby amended in their entirety, in order to read as follows:

ARTICLE I – NAME

The name of the Company shall be:

COMPAÑÍA AZUCARERA ORIENTAL CUBANA, LLC

ARTICLE II – ADDRESS

The mailing address of the Company shall be:

Grand Bay Office Plaza, Suite 701
2665 South Bayshore Drive
Miami, FL 33133

ARTICLE III – PURPOSE

The purposes for which the Company is organized are:

- 1) To pursue any possible claims to the Cuban properties of Compañía Azucarera Oriental Cubana, S.A. and/or its owners, including, without limitation, its sugar mill, Central La Esperanza (now known as "Angeo Martínez"), located in Guantanamó, Cuba, and its corresponding plantations, as well as any and all of their other real properties;
- 2) To identify and prosecute any possible claims against entities illegally trafficking, using and/or dealing with any of the above-mentioned properties, since such

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trafficking is illegal and is punishable under, among other international laws, the Cuban Liberty and Democratic Solidarity (LIBERTAD) Act of 1996;

- 3) To take any necessary actions, so that eventually all of the rights of the Company are duly honored and recognized; and
- 4) To transact any and all other lawful business, for which limited liability companies may be organized under Chapter 608 of the Florida Statutes, as amended.

ARTICLE IV – MEMBERSHIP

Membership shall be established in accordance with the Operating Agreement of the Company.

ARTICLE V – REGISTERED AGENT

The name and address of the registered agent of the Company is:

NICOLÁS J. GUTIÉRREZ, JR., ESQ.
Grand Bay Office Plaza, Suite 701
2665 South Bayshore Drive
Suite 701
Miami, FL 33133

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ARTICLE VI – LIMITATIONS

No part of the net earnings of the Company shall inure to the benefit of (or be distributable to) its directors, officers or other private persons, other than in accordance with its Operating Agreement, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes.

ARTICLE VII – MANAGERS

The affairs of the Company shall be managed under the direction of one (1) or more Managers. The number of Managers may be increased by the Members from time to time, as provided in the Operating Agreement of this Company, but may never be less than one (1). Each of the Members and Managers shall be protected from personal liability, to the fullest extent permitted by Florida law.

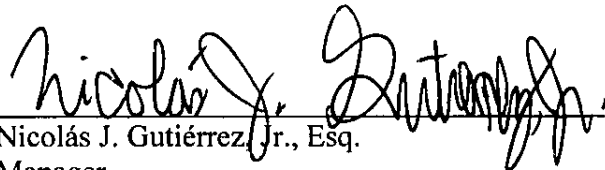
ARTICLE VIII – AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Organization or any amendment hereto, by a majority vote of its Managers, and any right conferred upon its Members is subject to this reservation.

ARTICLE IX – DISSOLUTION

Upon the dissolution or winding up of the Company, the assets remaining after payment (or provision for payment) of the Company's debts and liabilities shall be distributed in accordance with its Operating Agreement and Chapter 608 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, pursuant to Section 608.411 of the Florida Statutes, as amended, the undersigned, as the sole Manager of Cifuentes y Cía., L.C., does hereby execute, subscribe and acknowledge these Amended and Restated Articles of Incorporation and certifies that all of the facts stated herein are true and correct, at Miami, Florida, for the uses and purposes aforesaid, as of this 5TH day of March, 2009.


Nicolás J. Gutiérrez, Jr., Esq.
Manager

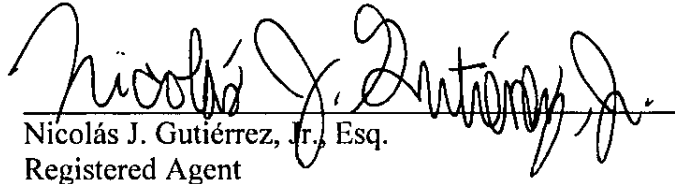
Constituting the Sole Manager of the Company.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

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 provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent, as provided for in Chapter 608, Florida Statutes, as amended.

Date: March 5th, 2009


Nicolás J. Gutiérrez, Jr., Esq.
Registered Agent

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