

LAW OFFICES OF
NICOLÁS J. GUTIÉRREZ, JR., ESQ.

DAWNETT TOWEN
701 BRICKELL AVE., SUITE 2150
MIAMI, FLORIDA 33131

OFFICE (305) 373-0330
CELLULAR (305) 343-3308
FACSIMILE (305) 378-8270

L96000000284

April 9, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000002142070--8
-04/14/97--01074--010
*****\$2.50 *****\$2.50

Attention: Amendments

Re: **BATISTA GROUP, L.C.**

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Amendment to the Articles of Organization for the above-captioned entity, along with a check in the amount of \$52.50 made payable to Department of State. Please file the aforementioned document, as soon as practicable, and provide the undersigned with a stamped copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 373-0330, if there are any questions or comments.

Sincerely,

Nicolás J. Gutiérrez, Jr.

Nicolás J. Gutiérrez, Jr.

encl.

Amend NK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 17 PM 2:01

APR 18 1997

LAW OFFICES OF
NICOLÁS J. GUTIÉRREZ, JR., ESQ.

BARNETT TOWERS
701 BIRCKELL AVE., SUITE 2180
MIAMI, FLORIDA 33131

OFFICE (305) 373-0330
CELLULAR (305) 343-3300
FACSIMILE (305) 375-8870

April 14, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 31314

Attention: Ms. Thelma Lewis
Corporate Specialist Supervisor

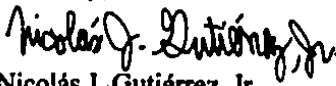
Re: Response to Letter No. 097A00018037

Dear Ms. Lewis:

In response to the above-referenced correspondence, the English translation of the limited liability company's new name [Sucesores de Falla (MT&E), L.C.] is "Successors of Falla (MT&E), L.C." Additionally, the effective filing date (actually filed March 12th, 1996, effective as of March 5th, 1996) of this company's Articles of Organization with the Florida Secretary of State already appears on the enclosed Articles of Amendment, and I have highlighted it for your convenience. Therefore, please file the aforementioned document, as soon as practicable, and provide the undersigned with the stamped copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 373-0330, if there are any questions or comments.

Sincerely,


Nicolás J. Gutiérrez, Jr.

Encl.

K:\NJG\CLIENTS\BATISTA\LEWIS\01.LTR

LAW OFFICES OF

NICOLÁS J. GUTIÉRREZ, JR., Esq.

BARNETT TOWER
701 BRICKELL AVENUE SUITE 2180
MIAMI, FLORIDA 33131

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-04/07/97--01135--016

*****52.50 *****52.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

**STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND**

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State Treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____*, Florida Statutes, I hereby apply for a refund of moneys I paid into the State Treasury, which are subject to refund. The following information is submitted to substantiate the claim.

THE INFORMATION IN THIS BOX WILL BE USED TO WRITE AND MAIL YOUR REFUND CHECK. PLEASE TYPE OR PRINT LEGIBLY.

Name: <u>Nicolas J. Gutierrez, Jr., Esq.</u>	EIN or SS#: _____
Address: <u>Barnett Tower, 701 Brickell Avenue, Suite 2150</u>	
<u>Miami, Fla. 33131</u>	
Amount: <u>\$52.50</u>	Date Paid: <u>4-18-97</u>
Reason for Claim: <u>Overpayment of name change amendment filing fee for BATISTA</u>	
<u>GROUP, L.C., #L96000000284.</u>	
<u>THELMA LEWIS/AMENDMENTS</u>	
Certified true and correct this _____ day of _____, 19 _____	
Signature _____	

* Must be completed if authority is other than Section 215.26, Florida Statutes.

<i>Do Not Write in This Box - For Agency Use Only</i>	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	
Amount of recommended refund \$ <u>52.50</u>	
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on	
State Treasurer's Receipt No. <u>01135 016</u> dated <u>4/7/97</u>	
NAME OF ACCOUNT: <u>452021300014530000000000010000</u>	
Statutory Authority for Collection: <u>607.0122</u>	
It is requested that payment be made from the following account:	
NAME OF ACCOUNT: <u>452021300014530000000022002000</u>	
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations (Agency)	_____ (Authorized Agency Signature and Title)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
BATISTA GROUP, L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 17 PM 2:01

Agustín Batista-Falla, as President of Batista Group, L.C., an active Florida limited liability company (the "Company"), hereby certifies that all of the Members/Managers of the Company adopted a resolution by written consent, as of the 6th day of March, 1996, which approved and adopted the following Articles of Amendment (the "Amendment") to the Articles of Organization (the "Articles") that were filed with the Florida Secretary of State effective as of March 5th, 1996: Filed March 12, 1996.

A. Article I of the Articles is hereby amended in its entirety to read as follows:

"ARTICLE I. NAME

The name of the limited liability company shall be **SUCESORES DE FALLA (MT&E), L.C.** (the "Company")."

B. Item 3 of the Affidavit of Membership and Contributions is hereby amended in its entirety to read as follows:

"3. The agreed nominal value of contributions, other than cash contributed by members, is \$100,000.00. These contributions include, but are not limited to, services rendered and all rights, claims and interests of any of the members in any of the properties belonging to the following persons and entities, as well as any damages to be obtained from any persons or entities unlawfully trafficking in such properties and illegally benefiting from any income therefrom:

María Teresa Falla de Batista
Eutimio Falla Bonet
Agustín Batista G. de Mendoza
Cía. Agrícola Asiento, S.A.
Cía. Agrícola Camaguari, S.A.
Cía. Agrícola Henequenera Estrella, S.A.
Cía. Agrícola e Industrial Ciego de Avila, S.A.
Cía. Agrícola La Trocha, S.A.
Cía. Agrícola Mal Tiempo, S.A.
Cía. Agrícola Nauyú, S.A.
Cía. Agrícola Palmira, S.A.
Agrícola del Yumurí, S.A.

Cía. Carbonera y Marítima Emilio Navarro, S.A.
Cía. Azucarera Jagua, S.A.
Adelaida, Cía. Azucarera, S.A.
Cía. Azucarera Central Patria, S.A.
Cía. Azucarera Buenavista, S.A. (Central Punta Alegre)
Cía. Azucarera Fidelidad, S.A. (Central San Germán)
Central Andrelta, Cía. Azucarera, S.A.
Central Manuelita, Cía. Azucarera, S.A.
Cuban Venezuelan Oil Voting Trust
Cía. Cubana de Acueductos, S.A.
Cía. Cubana de Fianzas
Cía. Cubana de Fibras y Jarcia, S.A.
Fábrica Nacional de Pinturas, S.A.
Importadora Comercial de Cuba, S.A.
Henequenera de Juraguá, S.A.
Inmobiliaria Espada, S.A.
Inmobiliaria La Torre, S.A.
Cía. Inmobiliaria Payret, S.A.
Inmobiliaria Pozo Dulce, S.A.
Cía. Marítima Caibarién, S.A.
Cía. Mercantil Buenavista, S.A.
Cía. de Jarcia de Matanzas, S.A.
Modernage, S.A.
Cía. Naviera de Productos Químicos, S.A.
Nauyú Distilling Co.
Cía. Operadora de Stadiums, S.A.
Trans-Cuba Oil Co., S.A.
Productos Alimenticios Canímar, S.A.
Productora de Superfosfatos, S.A.
Quintas en "El Bosque", S.A.
Real Estate Company of Cuba
Refinería de Petróleo "Luyanó", S.A.
Cía. De Seguros y Fianzas "Cienfuegos", S.A.
Cía. La Ambrosía Industrial, S.A.
Havana Yacht Club
Cía. Agrícola Mangos de Baraguá, S.A.
Banco de los Colonos
Centro Comercial Infanta y Veinte y Tres, S.A.
Clínica Miramar, S.A.
Cuban Electronic Co. (Cía. Cubana de Electricidad)
Cuban Telephone Co.
Cía. Cubana de Refrigeración Eléctrica, S.A.
Empresa de Espectáculos Capitolio, S.A.
Havana Biltmore Yacht & Country Club
Cía. Inmobiliaria Ancrú, S.A.

Cla. de Inversiones Metropolitana, S.A.
Nueva Fábrica de Hielo, S.A.
Cla. Inmobiliaria Mebal, S.A."

IN WITNESS WHEREOF, the undersigned has executed the Amendment, as of the 6th day
of March, 1996.



Agustín Batista-Falla
President - Member

K:\NOG\CLIENTS\BATISTA\ARTAMEND.AME

SENT BY: MIAMI FL.

3-11-96 5:45PM AIXORNO & ZEDER P.A.-

1# 2

3/11/96
3:41 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: AIXORNO & ZEDER, P.A.
DEPARTMENT OF STATE 2601 DAYSHORE DR
STATE OF FLORIDA SUITE 100
40 EAST GONZALEZ STREET MIAMI FL 33131-3408
TALLAHASSEE, FL 32301 CONTACT: JUDITH WILSON
FAX: (304) 922-4000 PHONE: (305) 860-7098
FAX: (305) 850-4777

(((H96000003441))) DOCUMENT TYPE: LIMITED LIABILITY COMPANY
NAME: BATISTA GROUP, L.C.
FAX AUDIT NUMBER: H96000003441 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/11/1996 TIME REQUESTED: 15:40:50
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$337.50 ACCOUNT NUMBER:
072100000120

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000003441)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

EFFECTIVE DATE
3-5-96

FILED
96 MAR 12 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/12

RECEIVED

FILED
MAR 12 PM 3:46
RECEIVED
CLERK OF THE
COURT
ALABAMA

**ARTICLES OF ORGANIZATION
OF
BATISTA GROUP, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company shall be Batista Group, L.C. (the "Company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company shall be 600 Grapetree Drive, Apartment #5-BN, Key Biscayne, Florida 33149.

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV. DURATION

The Company shall commence its existence effective as of the 5th day of March, 1996. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Nicolás J. Gutiérrez, Jr., Esq., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company, only upon the unanimous consent of all of the members.

This instrument prepared by:
Justin T. Wilson
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-5555

ARTICLE VII. PROFITS AND LOSSES

Profits and losses shall be allocated to the members, as provided in the Regulations, duly adopted and as amended from time to time by the members.

ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company, except with the unanimous written consent of all of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Regulations, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all of the other members of the Company (other than the member proposing to dispose of his, her or its interest) approve of the proposed transfer by unanimous written consent.

ARTICLE IX. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided that there are at least two (2) remaining members.

ARTICLE X. MANAGEMENT

The Company shall be managed by a general manager, in accordance with the Regulations. The Regulations may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles. The name and address of the general manager of the Company, who shall serve until the first annual meeting of the members or until their successors are duly qualified and elected, are:

NAME	ADDRESS
Adela C. Batista	600 Grapetree Drive Apartment #5-BN Key Biscayne, Florida 33149

SENT BY:MIAMI FL.

: 3-11-96 : 5:40PM : ADORNO & ZIEDER P.A.-

:# 8

H96000003441

ARTICLE XI. AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organisation at Miami, Florida, on this 11th day of March, 1996.


Nicolás J. Gutiérrez, Jr., Esq.
Authorized Representative

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of Batista Group, L.C., deposes and says:

1. The above-named limited liability company has at least two (2) members.

2. No cash is being contributed by the members at this time.

3. The agreed nominal value of contributions, other than cash contributed by members, is \$100,000.00. These contributions include, but are not limited to, services rendered and all rights, claims and interests in the income produced by the properties in Cuba belonging to the following entities and persons, as well as any damages against persons illegally trafficking in such properties:

Cia. Agricola Asiento, S.A.
Cia. Agricola Camaguaní, S.A.
Cia. Agricola Henequenera Estrella, S.A.
Cia. Agricola e Industrial Ciego de Avila, S.A.
Cia. Agricola La Trocha, S.A.
Cia. Agricola Mal Tiempo, S.A.
Cia. Agricola Nauyú, S.A.
Cia. Agricola Palmira, S.A.
Agricola del Yumuri, S.A.
Cia. Carbonera y Maritima Emilio Navarro, S.A.
Cia. Azucarera Jagua, S.A.
Adelaida, Cia. Azucarera, S.A.
Cia. Azucarera Central Patria, S.A.
Cia. Azucarera Buenavista, S.A. (Central Punta Alegre)
Cia. Azucarera Fidelidad, S.A. (Central San Germán)
Central Andreita, Cia. Azucarera, S.A.
Central Manuelita, Cia. Azucarera, S.A.
Cuban Venezuelan Oil Voting Trust
Cia. Cubana de Acueductos, S.A.
Cia. Cubana de Fianzas
Cia. Cubana de Fibras y Jarcia, S.A.
Fábrica Nacional de Pinturas, S.A.
Importadora Comercial de Cuba, S.A.
Henequenera de Juraguá, S.A.

Inmobiliaria Espada, S.A.
Inmobiliaria La Torre, S.A.
Cia. Inmobiliaria Payret, S.A.
Inmobiliaria Pozo Dulce, S.A.
Cia. Maritima Caibarién, S.A.
Cia. Mercantil Buenavista, S.A.
Cia. de Jarcia de Matanzas, S.A.
Modernage, S.A.
Cia. Naviera de Productos Químicos, S.A.
Nauyú Distilling Co.
Cia. Operadora de Stadiums, S.A.
Trans-Cuba Oil Co., S.A.
Productos Alimenticios Canimar, S.A.
Productora de Superfosfatos, S.A.
Quintas en "El Bosque", S.A.
Real Estate Company of Cuba
Refinería de Petróleo "Luyanó", S.A.
The Trust Company of Cuba
Cia. de Seguros y Fianzas "Cienfuegos", S.A.
Cia. La Ambrosia Industrial, S.A.
Habana Yacht Club
Cia. Agricola Mangos de Baraguá, S.A.
Banco de los Colonos
Centro Comercial Infanta y Veinte y Tres, S.A.
Clinica Miramar, S.A.

Cuban Electric Co. (Cia. Cubana de Electricidad)
Cuban Telephone Co.
Cia. Cubana de Refrigeración Eléctrica, S.A.
Empresa de Espectáculos Capitollo, S.A.
Havana Biltmore Yacht & Country Club
Cia. Inmobiliaria Ancrú, S.A.
Cia. de Inversiones Metropolitana, S.A.
Nueva Fábrica de Hielo, S.A.
Cia. Inmobiliaria Mobal, S.A.

4. The total amount of contributions anticipated to be contributed by members is \$100,000.00. This total includes amounts from items 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: March 11, 1996


Nicolás J. Gutiérrez, Jr., Esq.
Authorized Representative

In accordance with Section 608.408(3) of the Florida Statutes, the execution of this Affidavit of Membership and Contributions by the authorized representative of a member constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Batista Group, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties and is familiar with and accepts the obligations of the position as registered agent.

Dated: March 11, 1996


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

FILED
96 MAR 12 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L 96 0000 00284

NICOLÁS J. GUTIÉRREZ, JR., ESQ.

DANIEL J. BOWEN
701 BRICKELL AVE. SUITE 2100
MIAMI, FLORIDA 33131

OFFICE (305) 373-0330
CELLULAR (305) 343-8308
FACSIMILE (305) 373-0370

May 29, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 31314

400002190324--0
-06/02/97--01140--001
*****\$2.50 *****\$2.50

Attention: Amendments

Re: New Articles of Amendment for Sucesores de Falla (MT&E), L.C.

Dear Madam/Sir:

Enclosed please find a duly executed original and a photocopy of the new Articles of Amendment to the Articles of Organization of Sucesores de Falla (MT&E), L.C., an active Florida limited liability company, together with a corresponding check for \$52.50 payable to Florida Department of State to cover the relevant filing fee. Therefore, please file the aforementioned document, as soon as possible, and provide the undersigned with the stamped copy thereafter in the enclosed, self-addressed, stamped envelope.

Thank you in advance for your prompt attention to this matter. Please feel free to contact the undersigned directly at (305) 373-0330, if there are any questions or comments.

Sincerely,

Nicolás J. Gutiérrez, Jr.
Nicolás J. Gutiérrez, Jr.

Enclosures *to signor.*

K:\N\G\CLIENTS\BATISTA\ARTAMEND.LTR

97 JUN -2 AM 10:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
CC 6/14

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

SUCESORES DE FALLA (MT&E), L.C.

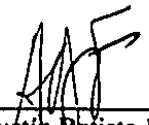
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97 JUN -2 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Agustín Batista-Falla, as President of Sucesores de Falla (MT&E), L.C., an active Florida limited liability company (the "Company"), hereby certifies that all of the Members/Managers of the Company adopted a resolution by written consent, as of the 6th day of March, 1996, which approved and adopted the following Articles of Amendment (the "Amendment") to the Articles of Organization (the "Articles") that were filed with the Florida Secretary of State effective as of March 5th, 1996:

The first paragraph of Item 3 of the Affidavit of Membership and Contributions of the Articles is hereby amended in its entirety to read as follows:

"3. The agreed nominal value of contributions, other than cash contributed by members, is \$100,000.00. These contributions include, but are not limited to, services rendered and all rights, claims and interests of any of the members in any of the properties belonging to the following persons and entities, specifically excluding, however, the Trust Company of Cuba and its shares, as well as any damages to be obtained from any persons or entities unlawfully trafficking in such properties and illegally benefiting from any income therefrom:"

IN WITNESS WHEREOF, the undersigned has executed the Amendment, as of the 6th day of March, 1996.



Agustín Batista-Falla
President /member

K:\NIG\CLIENTS\BATISTA\ARTAMEN1.AME