

L96000000287

5.

RAFFERTY, GUTIÉRREZ, SÁNCHEZ-ABALLÍ,
STOLZENBERG & GELLES, P.A.

ATTORNEYS AT LAW

WILLIAM L. RAFFERTY, JR.
NICOLÁS J. GUTIÉRREZ, JR.
RAFAEL J. SÁNCHEZ-ABALLÍ
KEITH H. STOLZENBERG
JARED GELLES
MARÍA A. MARTÍNEZ
JOSÉ M. CAMACHO
WILLIAM P. KELLY, JR.

1101 BRICKELL AVENUE
SUITE 1400
MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0330
FACSIMILE (305) 373-2735
EMAIL: administrator@rgsalaw.com

OF COUNSEL
THOMAS L. ABRAMS
JOHN S. TENENHOLTZ
OLGA GONZÁLEZ

BROWARD OFFICE
2700 S. COMMERCE PARKWAY
SUITE 313
FT. LAUDERDALE, FL 33331
TELEPHONE (954) 384-6478

May 17, 2001

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

400004272924--0
-05/21/01--01059--004
*****25.00 *****25.00

Re: Central Bahía Honda, L.C.

Dear Madam or Sir:

Enclosed for filing please find the original and one copy of the Amended and Restated Articles of Organization for Central Bahía Honda, L.C., which includes a change of name to Ramón Blanco-Herrera Holdings, L.C. Also enclosed is our check in the amount of \$25.00, payable to the Secretary of State, to cover the filing fee.

Please note that, as of today, the 2001 Uniform Business Report which we mailed on April 14, 2001, has not been filed. A copy of the report is enclosed. Should you need anything further in order to file the enclosed Articles, please contact the undersigned.

Sincerely,

Tom Clark
Certified Legal Assistant

FILED
01 MAY 21 PM 3:18
TALLAHASSEE, FLORIDA

Enclosures
Cc: Nicolás J. Gutiérrez, Jr., Esq. (w/o encl.)

mntn
5/23

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
CENTRAL BAHIA HONDA, L.C.**

196-287

Pursuant to Section 608.411 of the Florida Statutes, Central Bahía Honda, L.C., a Florida limited Liability Company (the "Company"), certifies that:

1. The name of the limited liability company is Central Bahía Honda, L.C.,
2. The date of filing of the Articles of Organization is March 7, 1996.
3. The Amendment and Restated Articles of Organization were duly adopted by the Authorized Representative on the 30th day of April, 2001.
4. The Articles of Organization are amended in its entirety to read as follows:

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

RAMON BLANCO-HERRERA HOLDINGS, L.C.

**ARTICLE II
ADDRESS**

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

310 Fernwood Road
Key Biscayne, Florida 33149

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is:

Nicolás J. Gutiérrez, Jr., Esq.
1101 Brickell Avenue, Suite 1400
Miami, Florida 33131

FILED
01 MAY 21 PM 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

ARTICLE V
DURATION

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

ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and is, therefor, a manager-managed company. The name and address of such manager is as follows:

Ramón Blanco-Herrera
310 Fernwood Road
Key Biscayne, Florida 33149

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

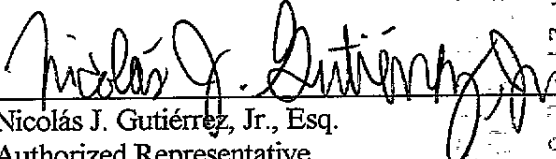
(A) The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding,

FILED
01 MAY 21 10 18
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF MIAMI

he or she is or was a member, managing member or employee of the Company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, 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 of 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 corporation.


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

FILED
01 MAY 21 10 09 13

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
CENTRAL BAHÍA HONDA, L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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:

CENTRAL BAHÍA HONDA, L.C..

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

Nicolás J. Gutiérrez, Jr., Esq.
1101 Brickell Avenue, Suite 1400
Miami, Florida 33131

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.



Nicolás J. Gutiérrez, Jr., Esq.

Date: April 30, 2001.

01 MAY 21 PM 3:19
FILED