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DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 21 PM 1:52

Account Number

FCA000000017

Reference:
(Sub Account)

Date:

7/21/00

Requestor Name:

Carlton Fields

Address:

Post Office Box 190
Tallahassee, Florida 32302

Telephone:

(850) 224-1585

Contact Name:

Maelene Tyson (269)
Cheryl Igler (252)

Corporation Name:

The Montreux Group, L.C.

Entity Number (if applicable):

L97 — 415

Authorization:

Maelene Tyson

☐ Certified Copy (1-9)

☐ UCC'S

☐ Certificate of Status

☒ New Filings

☐ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☐ Amendments

☐ Registration

() Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

() Pick Up

() Mail Out

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DIVISION OF CORPORATIONS
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
THE MONTREUX GROUP, L.C.
(a Florida limited liability company)**

FILED
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The undersigned, acting as a member of The Montreux Group, L.C., a Florida limited liability company (the "Company"), whose Articles of Organization were originally filed with the Florida Department of State on April 14, 1997, adopts the following Amended and Restated Articles of Organization of the Company:

ARTICLE I

Name

The name of the Company is The Montreux Group, L.C.,

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Company is 560 Main Street, Suite 2A, Loch Arbour, New Jersey 07711.

ARTICLE III

Duration

The period of duration of the Company shall be forty (40) years.

ARTICLE IV

Management

The management of the Company shall be reserved to its members. The name and address of the managing member is as follows:

Name

Address

Guarcino Corporation

9480 Beverly Crest
Beverly Hills, California 90210

The managing member shall serve as such or until its successor is elected and qualified in accordance with the Regulations of the Company.

ARTICLE V

Initial Registered Agent and Office

The street address of the initial registered office of the Company is 100 SE 2nd Street, Suite 4000, Miami, Florida 33131, and the name of its initial registered agent at that address is Jose A. Loreda, Esq.

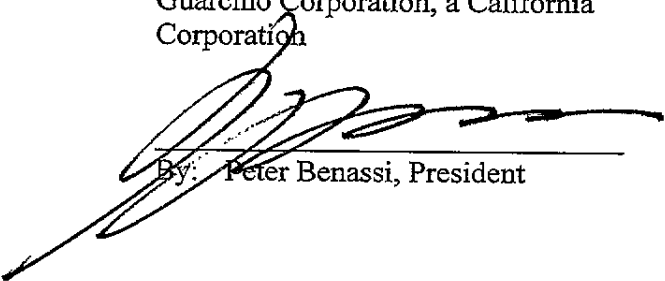
ARTICLE VI
Admission of Additional Members

No additional members shall be admitted to the Company except on the express written consent of all members of the Company.

These Amended and Restated Articles of Organization are being filed pursuant to Section 608.411 of the Florida Statutes and have been duly executed by the undersigned member of the Company on this 17th day of July 2000.

MEMBER:

Guarcino Corporation, a California
Corporation


By: Peter Benassi, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 19th day of July 2000.

REGISTERED AGENT:

CARLTON, FIELDS, WARD,
EMMANUEL, SMITH & CUTLER, P.A.

By: 

Jose A. Loredo, Esq.