

Division of Corporations

L97000000692

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

L97-692

LIMITED LIABILITY AMENDMENT

V.SHIPS FLORIDA L. C.

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Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$55.00

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
V.SHIPS FLORIDA L. C.**

Pursuant to the provisions of Sections 608.407 and 608.411 of the Florida Business Organizations Act, the undersigned Limited Liability Company hereby adopts the following Amended and Restated Articles of Organization:

1. The name of the Limited Liability Company is:

V.SHIPS FLORIDA L. C.

2. The original Articles of Organization of the Limited Liability Company were filed with the Department of State on June 25, 1997.

3. The Amended and Restated Articles of Organization shall be effective as of June 18, 1999.

4. The text of the Limited Liability Company's Amended and Restated Articles of Organization is as follows:

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
V.SHIPS FLORIDA L. C.**

ARTICLE I

The name of this Limited Liability Company shall be: V.Ships Florida L. C.

ARTICLE II

This Limited Liability Company shall exist for a period of thirty (30) years from the date of

*Donald E. Kubit, Esq.
Fowler, White, Burnett, Hurley,
Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
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Florida Bar No. 193056*

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filing the Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the Members or as provided by statute.

ARTICLE III

This Limited Liability Company is created for the purpose of transacting any legal and lawful business pursuant to the Florida Limited Liability Company Act.

ARTICLE IV

The place of business and the mailing address of this Limited Liability Company shall be 1101 Brickell Avenue, Suite 302-S, Miami, Florida 33131 Miami, Florida 33131 or such other place or places as the Members from time to time may determine.

ARTICLE V

The initial amount of capital contributions (including cash and a description of the agreed fair market value of property) is \$332,500, which will be contributed by the Members. Additional contributions will be made at such times and in such amounts as may be agreed by the Members.

ARTICLE VI

The Limited Liability Company will be managed by a Board of Managers. The members of the Board of Managers shall serve as managers until their successors are elected and qualify. The names and addresses of the current managers on the Board of Managers are:

Robert G. Wellner
22 Jericho Turnpike
Mineola, New York 11501

H. Messner
V.Ships House
P.O. Box 7115
3052 Limassol-Cyprus

Carlos Juan
Centro Plaza, Torre A Piso 15
Av. Francisco de Miranda
Caracas 1062-A, Venezuela

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ARTICLE VII

The Members reserve the right to admit additional Members on the unanimous agreement of the Members as to the admission of, the consideration to be paid by, and the rights and privileges of such new Members, and subject to the terms and conditions of the Limited Liability Company's Regulations.

ARTICLE VIII

The Members shall have the right to continue the Limited Liability Company and its name and its business notwithstanding the death, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company provided that either a) all the remaining Members consent in writing thereto, or b) at least two remaining Members consent in writing thereto, which consents, in either case, shall be obtained within 90 days after the death, bankruptcy, or dissolution of a Member or the occurrence of the event which terminates the continued membership of a Member in the Limited Liability Company.

ARTICLE IX

Except as provided in the Regulations, a Member's interest in the Limited Liability Company is not subject to transfer or assignment.

ARTICLE X

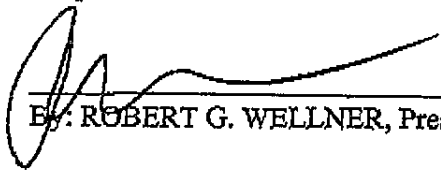
These Articles may be amended only by a unanimous vote of the Members.

ARTICLE XII

The street address of the Limited Liability Company's registered office is 101 Brickell Avenue, Suite 302-S, Miami, Florida 33131. The name of the current registered agent at such office is Bruce Firth.

IN WITNESS WHEREOF, THE UNDERSIGNED DULY AUTHORIZED MEMBER OF THE LIMITED LIABILITY COMPANY, BY AND THROUGH ITS PRESIDENT, HAS EXECUTED THESE AMENDED AND RESTATED ARTICLES OF ORGANIZATION.

MINEOLA INVESTMENTS, INC., a Delaware
Corporation, Member


By: ROBERT G. WELLNER, President

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STATE OF NEW YORK)
COUNTY OF ~~NASSAU~~) ss.

Before me personally appeared ROBERT G. WELLNER, in his capacity as President of Mineola Investments, Inc. a Delaware Corporation, who produced drivers license as identification or who is known to me to be the person who executed the foregoing Amended and Restated Articles of Organization.

In witness whereof, I have hereunto set my hand and seal this 18 day of June 1999.

Jean L. Schwind [SEAL]
Notary Public, State of New York

JEAN L. SCHWIND
Notary Public, State of New York
No. 4842161
Qualified in Nassau County
Commission Expires Oct. 31, 1999

**ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

Having been named as registered agent for the above-named Limited Liability Company at the place designated in these Amended and Restated Articles of Organization, 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.

B. G. Firth
Bruce Firth

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18TH JUNE 99

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