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LIMITED LIABILITY AMENDMENT

KALBACK MARITAL, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 21, 2001

KALBACK MARITAL, LLC
C/O KFRE, LTD.
P.O. BOX 55 9033
MIAMI, FL 33255-9033

SUBJECT: KALBACK MARITAL, LLC
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct article iv. A limited liability company must be either manager managed or member managed not both.

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**AMENDED and RESTATED ARTICLES of ORGANIZATION of
KALBACK MARITAL, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

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**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **KALBACK MARITAL, LLC**, and its principal office and mailing address shall be located at c/o KFRE, Ltd., P.O. Box 55-9033 in the City of Miami, County of Miami-Dade, State of Florida 33255-9033, but it shall have the power and authority to establish branch offices at any other place or places as the managers/Members may designate.

**ARTICLE II
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is **9100 So. Dadeland Blvd., Suite 504, Miami, County of Miami-Dade, State of Florida 33156**, and the name of the company's initial registered agent at that address is **Gary P. Simon**.

**ARTICLE III
PURPOSES AND POWERS**

A. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- .. 1. To engage in any activity or business authorized under the Florida Statutes.
- .. 2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- .. 3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- .. 4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state,

Gary P. Simon
9100 S. Dadeland Blvd., Suite 504
Miami, Florida 33156
305-670-6750 Fla Bar No. 184309

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partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

.. 5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

.. 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

B. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

C. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under law of the State of Florida, lawfully carry on, exercise, or do.

**ARTICLE IV
MANAGEMENT**

This limited liability company shall be a **manager** managed company.

The undersigned, being one of the original Members of the limited liability company, certifies that this instrument constitutes the Amended and Restated Articles of Organization of **KALBACK MARITAL, LLC**. Executed by the undersigned at Miami, FL on Nov 16, 2001. Under penalties of perjury, the facts stated herein are true.

Mary Lumannick
Print: Mary Lumannick

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