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LIMITED LIABILITY AMENDMENT

SEAGULL GARAGE L.L.C.

L99-4825

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$113.75

Name	MJH
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

FOR

SEAGULL GARAGE, L.L.C.

ARTICLE I. - NAME:

The name of this Limited Liability Company ("Company") shall be:

SEAGULL GARAGE, L.L.C.

ARTICLE II. - ADDRESS

The mailing address and street address of the principal office of the Company is:
c/o RSVP Metropolitan Parking, L.L.C., 333 Earle Ovington Drive, Suite 1030 Uniondale, New York 11553.

ARTICLE III. - DURATION

The period of duration for the Company shall be perpetual unless dissolved according to law.

ARTICLE IV. - MANAGEMENT

The Company is to be managed by its sole Member; the name and address of such Member is:

Name: Metropolitan Quik Park of South Florida L.L.C.
Address: c/o RSVP Metropolitan Parking, L.L.C.
333 Earle Ovington Drive, Suite 1030
Uniondale, New York 11553

ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time and upon such terms and conditions as shall be determined by a unanimous vote of the holders of all of the Membership Interests.

Brian Tague, P.A.
Tew Cardenas Rebak Kellogg
Lehman DeMarle & Tague, L.L.P.
201 S. Biscayne Blvd. Suite 2600
Miami, Florida 33131
Florida Bar No. 152797

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: SEAGULL GARAGE, L.L.C.
2. The name and the Florida street address of the registered agent are:

BRIAN TAGUE, P.A.
NAME

c/o TEW CARDENAS, ET AL.
201 S. Biscayne Boulevard, 26th Floor
Florida street address (P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33131
CITY, STATE AND ZIP

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.


SIGNATURE

Brian Tague, P.A.
Tew Cardenas Rebak Kellogg
Lehman DeMaria & Tague, L.L.P.
201 S. Biscayne Blvd. Suite 2600
Miami, Florida 33131
Florida Bar No. 152797


ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continual membership of a member in the Company shall be: determined by a unanimous vote of the remaining holders of all of the Membership Interests to continue to conduct the business of the Company under the Company's name.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Seagull Garage, L.L.C. certifies that:

- 1) the total amount of cash contributed by the member is \$ 200.00
- 2) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00
(A description of the property is attached and made a part hereto.); and
- 3) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 200.00


Signature of a member or authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Brian Tague, P.A., authorized representative of member
Typed or printed name of signee