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ACCOUNT NO. : 072100000032

REFERENCE : 537143 92490A

AUTHORIZATION :

COST LIMIT : \$ 25.00

ORDER DATE : January 4, 2000

ORDER TIME : 11:42 AM

ORDER NO. : 537143-005

CUSTOMER NO: 92490A

CUSTOMER: Thomas Hess, Esq
Vazquez & Hess LLP
Suite 802
601 Brickell Key Drive
Miami, FL 33131

700003087707-3

DOMESTIC AMENDMENT FILING

NAME: TEQUILA BLUE ON THE BEACH, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
00 JAN -4 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 JAN -4 PM 1:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
AND
APPROVED

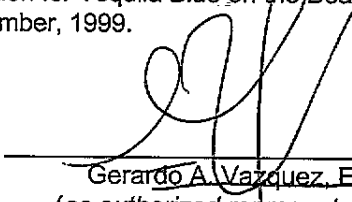
JB
1400

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF ORGANIZATION
OF TEQUILA BLUE ON THE BEACH LIMITED LIABILITY COMPANY**

THIS IS TO CERTIFY THAT:

- FIRST: This Certificate amends the Articles of Organization (the "Articles") of **Tequila Blue on the Beach Limited Liability Company**.
- SECOND: The Articles were filed with the Florida Department of State on November 23, 1999.
- THIRD: The Articles filed on November 23, 1999 have been amended, and the changes encompassed in the attached "Amended Articles of Organization of Tequila Blue on the Beach LLC."

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed, with the attached "Amended Articles of Organization for Tequila Blue on the Beach LLC" in accordance with Section 608.411 F.S., this 20th day of December, 1999.



Gerardo A. Vazquez, Esq.
(as authorized representative of
the Members of Tequila Blue on the Beach LLC)

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00 JAN - 4 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED ARTICLES OF ORGANIZATION OF TEQUILA BLUE ON THE BEACH
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: **TEQUILA BLUE ON THE BEACH, LLC**

ARTICLE II — Address:

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

601 Brickell Key Drive, Ste. 802, Miami, FL 33131

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV — Management:

(Check the appropriate box and complete the statement)



The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:



The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member is:

Tequila Blue, Inc., MGRM
601 Brickell Key Drive, Ste. 802
Miami, FL 33131

Genaro Lozano Florida LLC, MGRM
601 Brickell Key Drive, Ste. 802
Miami, FL 33131

Tequila Shot, Inc., MGRM
1390 Brickell Avenue, Suite 200
Miami, FL 33131

New Ocean Blue, Inc., MGRM
736 Ocean Drive
Miami Beach, FL 33139

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SECRETARY OF STATE
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APPROVED
AND
FILED

ARTICLE V — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be by unanimous consent of the Members.

ARTICLE VI — Members' Rights to Continue Business

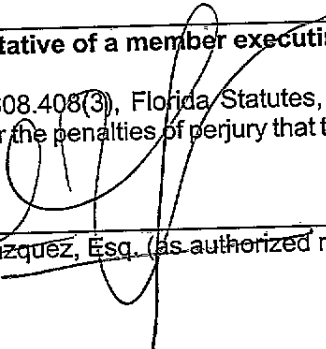
The right, if given, of the remaining members of the limited liability company to continue the business

on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be determined by the votes of the majority of the members as of the date of specified event (as described herein).

IN WITNESS WHEREOF, I have signed these Amended Articles of Organization and acknowledged them to be my act this 28th day of December, 1999.

Signature of an authorized representative of a member executing the Articles of Organization.

(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.)



Gerardo A. Vazquez, Esq. (as authorized representative)

APPROVED
AND
FILED
00 JAN -4 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA