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May 1, 2002

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

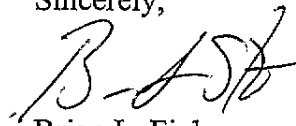
Re: Amended and Reinstate Articles of Organization for Sofos Capital, L.L.C.

Gentlemen:

Enclosed is an original and one copy of the Amended and Restated Articles of Organization for Sofos Capital, L.L.C. Also, enclosed is our firms check number 14673 in the sum of \$25.00 to cover the filing fee. Please file the amended.

If you have any questions regarding this request, please feel free to contact me.

Sincerely,

  
Brian L. Fink

BLF/enp  
Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
FOR  
SOFOS CAPITAL, L.L.C., a Florida limited liability company**

The present name of the Company is **SOFOS CAPITAL, L.L.C.** The Company filed its original Articles of Organization on March 28, 2002. The following Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Florida Statute 608.411. The Amended and Restated Articles of Organization of **SOFOS CAPITAL, L.L.C.** are as follows:

**ARTICLE I - NAME**

The name of the Limited Liability Company is:

**SOFOS CAPITAL, L.L.C.**

**ARTICLE II - ADDRESS**

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

101 Crandon Boulevard, #264  
Key Biscayne, Florida 33149

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - MANAGEMENT**

The Limited Liability Company shall be managed by one or more managers (who shall be designated "Manager(s)" and is, therefore, a manager-managed company. The initial Managers of the limited liability company are: Joaquin Frances, Alejandro Jimenez and Oriol Taulats, all at 101 Crandon Boulevard, #264, Key Biscayne, Florida 33149.

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**ARTICLE V - REGISTERED AGENT AND OFFICE**

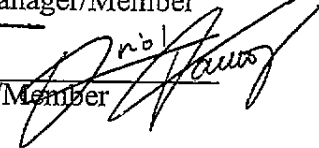
The name and address of the initial registered agent of the Limited Liability Company is:

James C. Evans, Esq.  
Catlin Saxon Evans Fink & Kolski, P.A.  
169 East Flagler Street, 17<sup>th</sup> Floor  
Miami, Florida 33131

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

Dated this 1st day of May, 2002.

  
ALEJANDRO JIMENEZ, Manager/Member

  
ORIOL TAULATS, Manager/Member

**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for the above-named Limited Liability Company, at the place designated in the foregoing Articles of Organization pursuant to the provisions of Section 608.415, Florida Statutes, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to the proper and complete discharge of his duties.

Dated: May 1, 2002

  
\_\_\_\_\_  
**JAMES C. EVANS, ESQ.**  
Registered Agent

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