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JACKSONVILLE, FLORIDA 32202-5059

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JOHN R. STIEFEL, JR.
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October 5, 2000

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of
Organization of United Labor
Benefit Company, L.L.C.
Check for \$25.00 --

400003416714--4
-10/06/00--01059--008
*****25.00 *****25.00

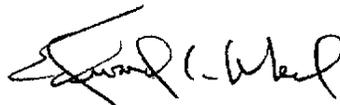
Dear Ladies and Gentlemen:

We enclose the referenced corporate instrument, in duplicate, together with our check in the amount of \$25 for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of these instruments and return acknowledgement copies to the undersigned. Please advise us if you require anything further.

Thank you for your assistance and cooperation.

Very truly yours,



EDWARD C. AKEL

FILED
NOV 6 5:00 PM '00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ECA/gp
Enclosures

cc: Mr. Marvin McKinney
Scott Adams, C.P.A.

L00-3600

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
UNITED LABOR BENEFIT COMPANY, L.L.C.

The undersigned, a member of this limited liability company which previously filed its Articles of Organization with the Secretary of State of Florida, hereby files these Amended and Restated Articles of Organization as provided in Section 608.411 of the Florida Statutes and states:

ARTICLE I
NAME

The name of this limited liability company (the "Company") shall be TUG OPERATING COMPANY, L.L.C.

ARTICLE II
ADDRESS

The mailing address and the street address of the principal office of this Company shall be 112 West Adams Street, #816 Jacksonville, Duval County, Florida 32202-4920.

ARTICLE III
REGISTERED AGENT

The initial registered office of this Company shall be 112 West Adams Street, #816, Jacksonville, Duval County, Florida 32202-4920.

ARTICLE IV
MANAGEMENT OF THE COMPANY

This Company will be a manager-managed company managed in accordance with and subject to the requirements of the Act and the operating agreement of this Company. The name and address of the manager who is to serve as manager until a successor or successors are elected and duly qualified are THE FLORIDA REGION, INC. (Florida

00 OCT -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Document No. P97000071498), 112 West Adams Street, Suite 816,
Jacksonville, Florida 32202-4920.

ARTICLE V
PURPOSE OF COMPANY

The purpose for which the company is formed is to engage in any
lawful acts or activities for which limited liability companies may
be formed under Chapter 608 of the Florida Statutes.

ARTICLE VI
EFFECTIVE DATE AND DURATION

The Company was effective on filing with the Secretary of State
of Florida on March 28, 2000. The company shall have perpetual
duration.

IN WITNESS WHEREOF, the undersigned, being a Member and the
Manager of this Company, has executed these Articles of Organization
on behalf of this Company in accordance with Section 608.407(3) of
the Act.

THE FLORIDA REGION, INC.,
Member and Manager

By: _____
Its President

Dated: October 4, 2000

FILED
NOV OCT - 6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

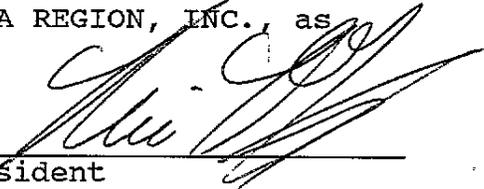
TUG OPERATING COMPANY, L.L.C.
CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Chapter 608, Florida Statutes (1999), as amended from time to time (the "Act"), the following is submitted:

TUG OPERATING COMPANY, L.L.C., desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates EDWARD C. AKEL, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be One Independent Drive, Suite 2301, Jacksonville, Florida 32202.

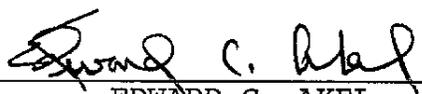
DATED this 4th day of October, 2000.

THE FLORIDA REGION, INC., as
Manager

By: 
Its President

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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

DATED this 4th day of October, 2000.


EDWARD C. AKEL

00 OCT -6 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA