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Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY AMENDMENT

AFO, L.L.C.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

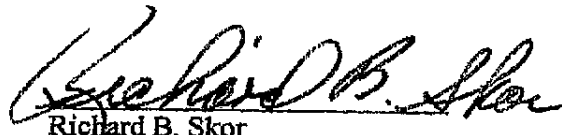
AFO, L.L.C.
(a Florida Limited Liability Company)

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FIRST: The date of filing of the articles of organization was August 29, 2000.

SECOND: Attached as Annex A, is the Amended and Restated Articles of Organization of AFO, L.L.C.

Dated: October 31, 2001


Richard B. Skor

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Annex A

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF AFO, L.L.C.
(a Florida Limited Liability Company)

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TALLAHASSEE, FLORIDA
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The undersigned member adopts the following Amended and Restated Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

ARTICLE I
NAME OF COMPANY

The name of the limited liability company is AFO, L.L.C. (the "Company").

ARTICLE II
REGISTERED OFFICE AND AGENT

The address of the Company's principal office is as follows: 10361 S.W. 125 Street, Miami, FL 33176. The name and address of the Company's initial registered agent in the State of Florida is as follows: Richard B. Skor, 10361 S.W. 125 Street, Miami, FL 33176.

ARTICLE III
MANAGEMENT

Each of the following persons is hereby appointed and elected to serve as an officer of the Company in the offices set forth below opposite his name, each to serve in such offices until his successor shall be appointed and elected or his earlier death, resignation, removal or termination.

NAME	OFFICE	ADDRESS
Richard B. Skor	President	10361 S.W. 125 Street Miami, FL 33176

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PAUL WEISS NY

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John J. O'Neil

Vice President

c/o Paul, Weiss, Rifkind, Wharton
& Garrison
1285 Avenue of the Americas
New York, New York 10019

Dora M. Somna

Secretary

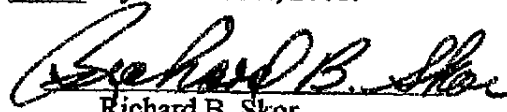
c/o AFO LLC
P.O. Box 11-1605
Miami, FL 33111

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE IV
PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, the following officer has executed these amended and restated articles of organization on this 31 day of October, 2001.


Richard B. Skor

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