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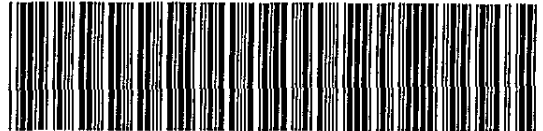
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2004 OCT 13 P 2:41

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*original date of filing
effective date.*

ROTH, ROUSSO & KATSMAN, LLP

ATTORNEYS AT LAW*

LEONARDO A. ROTH
MARK E. ROUSSO
MARK KATSMAN

RICHARD G. FOWLER
GEORGE A. MINSKI
FABIAN A. PAL**
STEVEN M. REISMAN
LORELEI A. SCHUMACHER
ALEX D. SIRULNIK
ROBIN I. WILLNER*

*ALSO ADMITTED IN COLORADO
**ALSO ADMITTED IN WASHINGTON D.C.

OF COUNSEL
ALAN B. SCHNEIDER, P.A.

HARBOUR CENTER AT AVENTURA
18851 NE 29TH AVENUE
SUITE 900
AVENTURA, FLORIDA 33180

TELEPHONE : 786.279.0000
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REAL ESTATE FAX: 786.279.0002

October 12, 2004

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

FILED
2004 OCT 13 P 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Amendment to Articles of Organization for TIR Development LLC

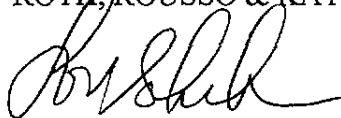
Dear Sir/Madam:

Please find enclosed one executed Amendment to Articles of Organization for TIR Development LLC, along with our trust account check in the amount of \$25.00 for the filing fee.

If there are any questions, please do not hesitate to contact the undersigned.

Very truly yours,

ROTH, ROUSSO & KATSMAN, L.L.P.



Lori Schumacher
For the firm

Enclosures

ROTH, ROUSSO & KATSMAN, LLP

ATTORNEYS AT LAW*

LEONARDO A. ROTH
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October 21, 2004

VIA FEDERAL EXPRESS

Ms. Diane Cushing
Florida Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

**Re: Amendment to Articles of Organization for TIR Development, LLC, a
Florida limited liability company**


Dear Ms. Cushing:

Pursuant to your letter dated October 14, 2004, a copy of which is enclosed, please find the revised Amended and Restated Articles of Organization for TIR Development, LLC.

If there are any questions, please advise.

Very truly yours,

ROTH, ROUSSO & KATSMAN, L.L.P.


Lori Schumacher
For the Firm

ROTH, ROUSSO & KATSMAN, LLP

ATTORNEYS AT LAW*

LEONARDO A. ROTH
MARK E. ROUSSO
MARK KATSMAN

HARBOUR CENTER AT AVENTURA
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RICHARD G. FOWLER
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ROBIN I. WILLNER*

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*ALSO ADMITTED IN COLORADO
**ALSO ADMITTED IN WASHINGTON D.C.

OF COUNSEL
ALAN B. SCHNEIDER, P.A.

November 2, 2004

VIA FEDERAL EXPRESS

Ms. Diane Cushing
Florida Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

**Re: Amendment to Articles of Organization for TIR Development, LLC, a
Florida limited liability company**

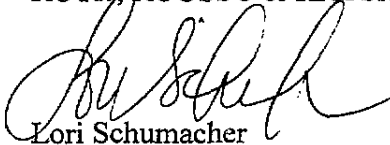
Dear Ms. Cushing:

Pursuant to your letter dated October 25, 2004, a copy of which is enclosed, please find the revised Amended and Restated Articles of Organization for TIR Development, LLC, with an effective date of October 13, 2004.

If there are any questions, please advise.

Very truly yours,

ROTH, ROUSSO & KATSMAN, L.L.P.


Lori Schumacher
For the Firm



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 14, 2004

LORI SCHUMACHER
ROTH ROUSSO & KATSMAN, LLP
18851 NE 29TH AVENUE, SUITE 900
AVENTURA, FL 33180

SUBJECT: TIR DEVELOPMENT, LLC
Ref. Number: L04000018079

We have received your document for TIR DEVELOPMENT, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the original date of filing/authorization in Florida.

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 004A00059268



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 25, 2004

LORI SCHUMACHER
ROTH ROUSSO & KATSMAN, LLP
18851 NE 29TH AVENUE, SUITE 900
AVENTURA, FL 33180

SUBJECT: TIR DEVELOPMENT, LLC
Ref. Number: L04000018079

We have received your document for TIR DEVELOPMENT, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The effective day must be specific and cannot be prior to the date of filing.

We originally received this document in our office on October 13th.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 804A00061279

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I – Name:

The name of the Limited Liability Company is:
TIR Development LLC

ARTICLE II – Principal Office and Mailing Address:

18851 NE 29th Avenue, Seventh Floor, Aventura, FL 33180

**ARTICLE III – Registered Agent, Registered Office, & Registered Agent's
Signature:**

Mark Rousso, Esq.
Roth, Rousso & Katsman, L.L.P.
18851 NE 29th Avenue, Suite 900
Aventura, FL 33180

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 as provided for in Chapter 608, Florida Statutes.



Mark Rousso, As Registered Agent

2004 OCT 13 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE IV – Manager(s): The Company shall be Member managed company. The name and address of each Manager is as follows:

Title:

Name and Address:

MANAGING MEMBER..... Manuel Grosskopf
18851 NE 29th Ave., 7th Floor
Aventura, FL 33180

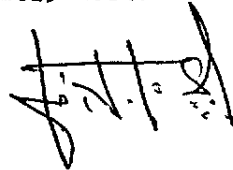
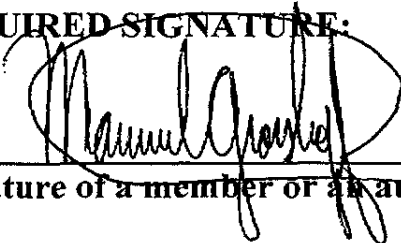
MANAGING MEMBER..... Jose Norberto Saal
18851 NE 29th Ave., 7th Floor
Aventura, FL 33180

ARTICLE V – Effective Date:

The Effective Date of these Amended and Restated Articles of Organization is October 13, 2004.

ARTICLE VI _ Original Date of Filing: The original date of filing/ authorization in the State of Florida is March 8, 2004.

REQUIRED SIGNATURE:



SECRETARY OF STATE
REGISTRATION
DIVISION
001 OCT 13 P 2:41

F11 ED

Signature of a member or an authorized representative of a member

(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.)

Manuel Grosskopf
Typed or printed name of signee

Jose Noberto Saal