

Division of Corporations

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Florida Department of State
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204000033988

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BEACH HOLDING LLC

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BEACH HOLDING LLC

The undersigned, a member of BEACH HOLDING LLC, a Florida limited liability company (the "Company"), whose Articles of Organization were originally filed with the Florida Department of State on May 4, 2004, under document number L04000033988, hereby adopts these Amended and Restated Articles of Organization, which amend, restate, and replace the original Articles of Organization and all amendments thereto in their entirety. These Amended and Restated Articles of Organization have been duly executed and filed in accordance with Section 608.411 of the Florida Limited Liability Company Act:

ARTICLE ONE

NAME

The name of the limited liability company is: BEACH HOLDING LLC

ARTICLE TWO

ADDRESS

The street address and the mailing address of the Company is: 9060 SW 87th Avenue, Miami, FL 33156-1710.

ARTICLE THREE

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company is: CFRA, LLC, Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, 10th Floor, Tampa, Florida 33607-5736.

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ARTICLE FOUR

MANAGEMENT

The Company will be a manager-managed company. The name and street address of the manager of the Company is: EXDEL CORPORATION, 9060 SW 67th Avenue, Miami, FL 33156-1710.

ARTICLE FIVE

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she/it is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she/it acted in good faith and in a manner he/she/it reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her/its conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her/it in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she/it may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

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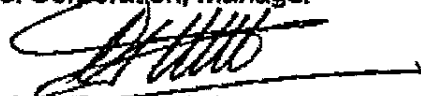
IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been executed by a member of the Company as of the 31st day of July, 2006.

MEMBER:

Delpar LLC, a Florida limited liability company

By: Exdel Corporation, Manager

By:



Fredy M. Dellis, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for BEACH HOLDING LLC, a Florida limited liability company, in the foregoing Articles of Organization, I, Stephen P. Johnson, on behalf of CFRA, LLC, a Florida limited liability company, hereby agree to *accept service of process for BEACH HOLDING LLC*, and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of said position.

CFRA, LLC

By: 
Stephen P. Johnson
Authorized Representative

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