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NEW OFFICE OF
MICHAEL R. STORACE, P.A.
5975 SUNSET DRIVE • SUITE 504
MIAMI, FLORIDA 33143
(305) 661-4221
FAX NO. 665-2334

MICHAEL R. STORACE, P.A.

August 21, 2001

Department of State
Division of Corporations
409 East Gains Street
P. O. Box 6327
George Firestone Building
Tallahassee, Florida 32399

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-08/23/01--01058--005
*****60.00 *****60.00

RE: Potter's Place Company, L. C.

Dear Sir or Madam:

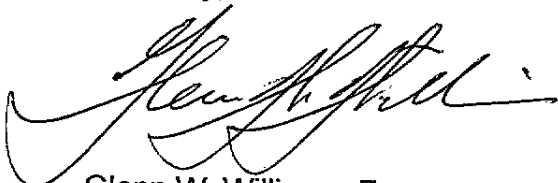
Enclosed please find the following:

- (1) Amended and Restated Articles of Organization for Potter's Place Company, L. C.
- (2) Check #12342 in the sum of \$60.00, which includes the \$25.00 filing fee for the Amended and Restated Articles of Organization and the \$35.00 for a certified copy to be returned to this office.
- (3) A self-addressed stamped envelope.

FILED
01 AUG 23 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please have the Amended and Restated Articles of Organization filed and a certified copy returned to our office in the enclosed self-addressed stamped envelope. If you have any questions please contact the undersigned at (305) 661 - 4221.

Sincerely,



Glenn W. Williams, Esq.
703gbyr01

L97-571
OK

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
POTTER'S PLACE COMPANY, L. C.

PREAMBLE

The undersigned hereby adopt these Amended and Restated Articles of Organization effective upon the date of filing with the Secretary of State of the State of Florida. This Amended and Restated Articles of Organization supercedes the original Articles of Organization filed on May 22, 1997.

ARTICLE I
NAME

The name of this Limited Liability Company is:

POTTER'S PLACE COMPANY, L. C.

ARTICLE II
ADDRESS OF OFFICE AND AGENT

2.1 Place of Business. The initial business and filing address of the Company is: 5975 Sunset Drive, Suite 504, Miami, Florida 33143, or such other place or places as the Member may designate from time to time.

2.2 Registered Agent. The initial Registered Agent of the Company is: MICHAEL R. STORACE, whose address is 5975 Sunset Drive, Suite 504, Miami, Florida 33143.

ARTICLE III
MANAGEMENT

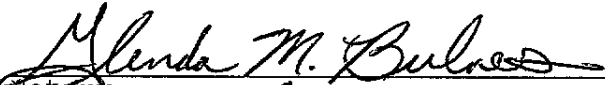
The Company shall be Manager - Managed.

IN WITNESS WHEREOF the undersigned, as Organizers hereby duly execute this Amended and Restated Articles of Organization this 8th day of August, 2001, and asserts that said Articles are being filed with the Secretary of State of Florida in accordance with Florida Statutes Section 608.411(5).


MICHAEL R. STORACE, Managing Member

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

The foregoing instrument was acknowledged before me this 8th day of AUGUST, 2001, by MICHAEL R. STORACE, who is personally known to me or has produced PERSONALLY KNOWN as identification and who did not take an oath.


Notary

Printed Name: GLEND A. M. BULNES
My Commission Expires: 4/26/2002

649GByr01



Glenda M Bulnes
My Commission CG736694
Expires April 26, 2002

FILED
01 AUG 23 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA