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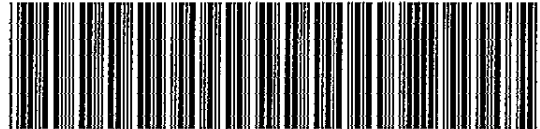
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

ROTH & SCHOLL
ATTORNEYS AT LAW
1500 SAN REMO AVENUE
SUITE 176
CORAL GABLES, FLORIDA 33146

TELEPHONE: (305) 662-4141
FAX: (305) 662-3816
e-mail: rothlaw@bellsouth.net

JEFFREY C. ROTH, P.A.
DENNIS SCHOLL, P.A.

February 14, 2003

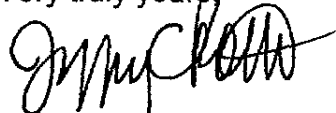
Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Lindsay Holdings, L.L.C.

Dear Sir:

Enclosed is the original Amended and Restated Articles of Organization for the above limited liability company. Also enclosed is my check in the amount of \$25.00, representing your filing fee. Please file the enclosed amended and restated articles of organization, and forward me written confirmation of the same. Thank you for your anticipated prompt attention to this matter.

Very truly yours,



JEFFREY C. ROTH

JCR:gkm
Encls.

cc: Mr. Philip Levine (without encls.)

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
LINDSAY HOLDINGS, L.L.C.**

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TALLAHASSEE, FLORIDA

LINDSAY HOLDINGS, L.L.C., a Florida limited liability company organized and existing under the laws of the State of Florida, does hereby certify pursuant to Sections 608.407 and 608.411, Florida Statutes, as follows.

ARTICLE I - NAME; ORIGINAL FILING DATE

The name of the limited liability company is Lindsay Holdings, L.L.C. (the "Company"). The original Articles of Organization for the Company were filed on June 23, 2000.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 230 Fifth Street, Second Floor, Miami, Beach, Florida 33139.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized for the purpose of transacting all lawful activities and businesses.

**ARTICLE V
REGISTERED AGENT; REGISTERED ADDRESS**

The name of the initial registered agent of the Company is Jeffrey C. Roth, Roth & Scholl. The Florida street address of the initial registered agent of the Company is 1500 San Remo Avenue, Suite 176, Coral Gables, Florida 33146.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by one or more managers and is therefore a manager-managed company.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement, as amended from time-to-time.

ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt or dissolves, or upon the occurrence of any other event which terminates the continued membership of a member in the Company (the "Retiring Member"), the remaining member(s) holding a majority of the outstanding Membership Interests (other than the Membership Interests owned by the Retiring Member) may continue the business of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the members of Lindsay Holdings, L.L.C. has executed these Amended and Restated Articles of Organization as of January 1, 2003.

LINDSAY HOLDINGS, L.L.C.



By: _____

Name: _____

As authorized representative of the
Members and Managers

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TALLAHASSEE, FLORIDA