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(Requestor's Name)

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TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES ORGANIZATION

These Amended and Restated Articles of Organization for Dempsey Florida Properties, LC, shall be effective as of the date of filing with the Department of State pursuant to section 608.411, Florida Statutes. The original Articles of Organization were filed on December 6, 2000 effective December 5, 2000. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

The name of this Florida limited liability company is:
Dempsey Florida Properties, LC

Article II. Address

The Company's street and mailing address is:

Dempsey Florida Properties, LC
1300 Brickell Avenue
Miami, Florida 33133

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Milagros A. Sanchez
1300 Brickell Avenue
Miami, Florida 33131

Jose A. Rodriguez, Esquire | FL Bar Member 0989444
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables, FL 33134
Telephone 305-445-6600

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Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article V. Management

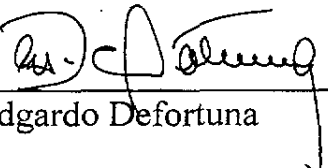
This will be a member-managed company. The name of each manager

Edgardo Defortuna

Article VI. Effective Date of Amended and Restated Articles of Organization

The effective date of the Amended and Restated Articles of Organization shall be the date of filing with the Department of State.

The undersigned authorized representative of a member executed these Amended and Restated Articles of Organization on January 13, 2003.


by Edgardo Defortuna

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