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Tallahassee, FL 32302-3144

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(FL) 578 0788

L01000000733

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. Super Logistics LLC L01000000733
(Corporation Name) (Document #) **200004491252--3**
-07/23/01--01024--022
*****52.50 *****52.50
- 2. _____
(Corporation Name) (Document #)
- 3. _____ **200004491252--3**
(Corporation Name) (Document #) -07/23/01--01024--021
*****2.50 *****2.50
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

01 JUL 23 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Examiner's Initials

Handwritten initials and date: 7/23/01

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SUPER LOGISTICS LLC

1. The name of the limited liability company is Super Logistics LLC (the "Company"). The Company's Articles of Organization were originally filed with the Secretary of State of Florida on January 16, 2001.
2. This Amendment and Restatement of the Articles of Organization are duly executed and are being filed in accordance to Section 608.411 of the Florida Limited Liability Act.

ARTICLE I

Name

The name of this limited liability company is SUPER LOGISTICS LLC (hereinafter "the Company").

ARTICLE II

Address

The mailing address and principal office is 2665 S. Bayshore Drive, Suite 703, Miami, Florida 33133.

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

World Corporate Services, Inc.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

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ARTICLE V

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

ARTICLE VI

Organizer

The name and street and mailing address of the person signing these Articles as Organizer is:

Albert J. Lazo, Esq.
Richards and Polansky, Attorneys At Law
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

ARTICLE VII

Management

The Company will be managed by at least one (1) manager and is, therefore, a manager-managed company. The following individuals shall be the initial managers:

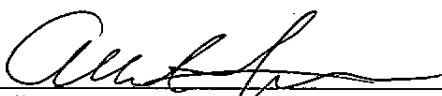
Timothy D. Richards
2665 S. Bayshore Drive, Suite 703
Miami, FL 33133

Mitchell S. Polansky
2665 S. Bayshore Drive, Suite 703
Miami, FL 33133

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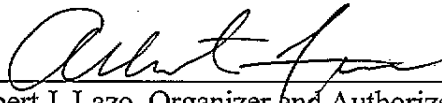
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In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Albert J. Lazo, Authorized Representative

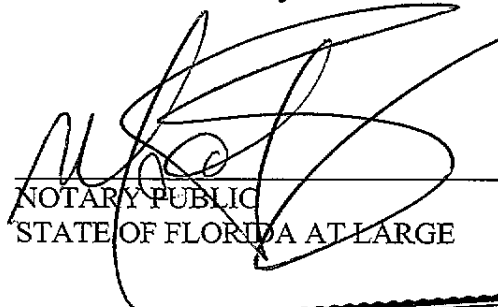
IN WITNESS WHEREOF, I have made and subscribed this Amendment and Restated Articles of Organization this 20 day of July, 2001.


Albert J. Lazo, Organizer and Authorized Representative

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

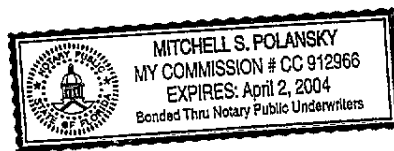
I HEREBY CERTIFY that on this day, before me, personally appeared Albert J. Lazo, who is well known to me to be the person described in and who executed this Amendment Articles of Organization as Organizer and as Authorized Representative, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

20 SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this day of July, 2001.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

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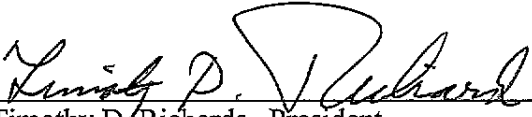


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ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida of SUPER LOGISTICS LLC named in the Amended and Restated Articles of Organization herein above set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 20 day of July, 2001.



Timothy D. Richards , President
World Corporate Services, Inc.

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