

L01000005357

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LIMITED LIABILITY AMENDMENT

GULFSTAR CAPITAL 02, L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 20, 2001

GULFSTAR CAPITAL 02, L.C.
ONE S.E. 3RD AVE. SUITE 2400
C/O THERREL BAISDEN, P.A.
MIAMI, FL 33131

SUBJECT: GULFSTAR CAPITAL 02, L.C.
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THERREL BAISDEN, P.A.
Attorneys at Law
Suntrust International Center
One Southeast 3rd Avenue
Miami, Florida 33131
Telephone: (305) 371-5758

For reply, use our Fax Numbers: (305) 371-3178

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR
GULFSTAR CAPITAL 02, L.C.

I. GENERAL INFORMATION

The name of the Limited Liability Company is GULFSTAR CAPITAL 02, L.C.

The Articles of Organization for the Limited Liability Company were filed on April 6, 2001 and bear document number L01000005357.

II. RESTATEMENT OF ARTICLES

The Articles of Organization for the Limited Liability Company are hereby restated in their entirety as follows:

ARTICLE I

Name

The name of the Limited Liability Company is GULFSTAR CAPITAL #11, L.C..

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is c/o Ellen Rose, Therrel Baisden, P.A., One Southeast Third Avenue Suite 2400, Miami, Florida 33131.

ARTICLE III

Duration

This period of duration for the Limited Liability Company shall be: PERPETUAL.

ARTICLE IV

Purpose

This Limited Liability Company is organized for the purpose of transacting any or all lawful business for which corporations may

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be incorporated under the Florida Limited Liability Company Act.

ARTICLE V
Registered Agent

The street address of the registered office of the Limited Liability Company shall be Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131 and the name of the registered agent of the Limited Liability Company at that address is Ellen Rose.

ARTICLE VI
Management

The Limited Liability Company is to be managed by a manager and the name and the address of the manager is:

DAVID EDELSTEIN

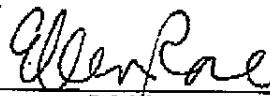
Sutton East
590 Madison Avenue
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New York, NY 10022

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ARTICLE VII
Effective Date

Pursuant to Florida Statute Section 608.411, these Amended and Restated Articles of Organization shall be effective when filed with the Secretary of State of the State of Florida.

The undersigned authorized representative of a member of GULFSTAR CAPITAL #11, L.C., LLC, hereby executes these Amended and Restated Articles of Organization on this 20 day of December, 2001.


ELLEN ROSE, authorized
representative by Power of
Attorney

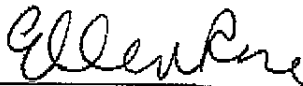
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **GULFSTAR CAPITAL
#11, L.C..**
2. The name and the Florida street address of the registered
agent and office are:

Ellen Rose
Therrel Baisden, P.A.
SunTrust International Center
One S.E. 3rd Avenue, Suite 2400
Miami, Florida 33131

Having been named as registered agent and to accept service of
process for the above stated limited liability company at the place
designated in this certificate, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating to the
proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered agent
as provided for in Chapter 608, F.S.



ELLEN ROSE

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