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Division of Corporations  
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LIMITED LIABILITY AMENDMENT  
HOFFMAN, LEVY, BENGIO & COHEN LLC

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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 9, 2001

HOFFMAN, LEVY, BENGIO & COHEN LLC  
2525 NORTH STATE ROAD 7  
SUITE 115  
HOLLYWOOD, FL 33021SUBJECT: HOFFMAN, LEVY, BENGIO & COHEN LLC  
REF: L01000017167

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

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## AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective October 9, 2001 by the members pursuant to section 608.408, Florida Statutes. 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

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Hoffman, Levy, Bengio & Cohen PL

Old Name: Hoffman, Levy, Bengio & Cohen LLC

The Company is being formed for the practice of accounting and all other activities permitted under applicable law.

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on October 5, 2001.

### Article III. Address

The Company's street and mailing address is:

Hoffman, Levy, Bengio & Cohen PL

2525 North State Road 7

Suite 115

Hollywood FL 33021

### Article IV. Registered Agent

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

Steven Z. Levy

2525 North State Road 7

Suite 115

Hollywood FL 33021

Corporate Creations International Inc.

941 Fourth Street #200

Miami Beach FL 33139

(305) 672-0686

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Article V. 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 VI. Management

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

STEVEN Z. LEVY

2525 North State Road 7 Suite 115 Hollywood FL 33021

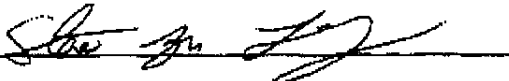
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Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Hoffman, Levy, Bengio & Cohen PL

By: 

Name: Steven Z. Levy

Title: President / Manager

Date: October 9, 2001

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

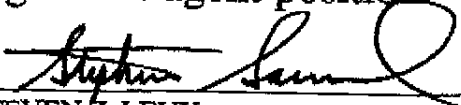
Hoffman, Levy, Bengio & Cohen PL

**REGISTERED AGENT/OFFICE:**

Steven Z. Levy  
2525 North State Road 7  
Suite 115  
Hollywood FL 33021

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position



STEVEN Z. LEVY  
by S.T. Samuel as attorney-in-fact

Date: October 9, 2001

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