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Michael W. McCardle, P.L.

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Division of Corporations

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LIMITED LIABILITY AMENDMENT

TERRA, LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
TERRA, LLC**

Pursuant to the provisions of Section 608.411, Florida Statutes, Terra, LLC, a limited liability company organized and existing under the laws of the State of Florida, under Certificate No. L01000017724 filed in the Office of the Secretary of State on October 16, 2001, hereby amends and restates its Articles of Organization as follows:

ARTICLE I -- NAME

The name of the limited liability company shall be Michael/Todd, LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 711 Fifth Avenue South, Suite 209, Naples, Florida 34102.

ARTICLE III -- DURATION

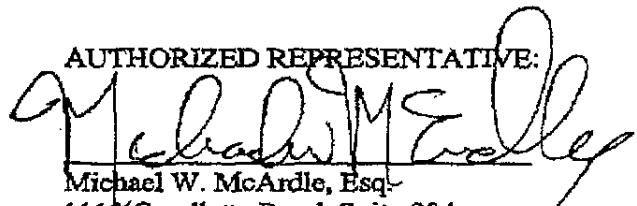
The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Michael W. McArdle, Esq., 1112 Goodlette Road, Suite 204, Naples, Florida 34102.

IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed these Articles of Organization on this 28th day of March, 2003.

AUTHORIZED REPRESENTATIVE:


Michael W. McArdle, Esq.
1112 Goodlette Road, Suite 204
Naples, Florida 34102

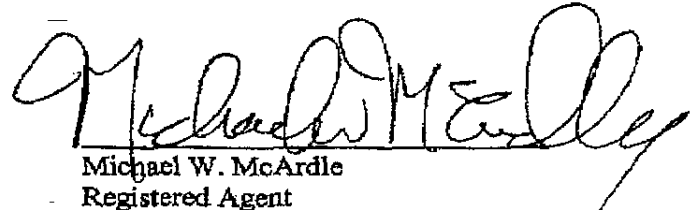
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MICHAEL/TODD, LLC**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Amended and Restated Articles of Organization of Michael/Todd, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



Michael W. McArdle
Registered Agent

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