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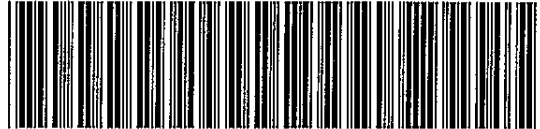
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TALLAHASSEE, FLORIDA

J. BRYAN FEB 24 2003

February 18, 2003

Florida Department of State,
Division of Corporations
PO Box 6327
Tallahassee
FL 32314

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2003 FEB 21 AM 10:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir,

Global Risk Partners

Please find enclosed an amendment to our Articles of Association together with the \$25.00 Filing Fee.

Yours truly,


Gillian Winchcombe-Hornby



Global Risk Partners LLC
706 South Dixie Highway, Suite #110
Tallahassee, Florida 32310

Phone: 305-666-1484

Fax: 305-666-1135

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF GLOBAL RISK PARTNERS LLC,
a Florida Limited Liability Company**

The undersigned, as a member owning a majority of the membership interests of Global Risk Partners LLC (the "Company"), pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, hereby amends and restates its Articles of Organization which were originally filed on June 10, 2002. The Articles of Organization are amended and restated as follows:

ARTICLE I

NAME

The name of the limited liability company is GLOBAL RISK PARTNERS LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

706 South Dixie Highway
Suite 110
Coral Gables, Florida 33146

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 706 South Dixie Highway, Suite 110, Coral Gables, Florida 33146 as the street address of the initial registered office of the Company and names Gillian A. Winchcombe-Hornby as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

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TALLAHASSEE, FLORIDA

ARTICLE V

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of the ownership interest of the Company.

ARTICLE VI

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII

ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.


ARTICLE VIII

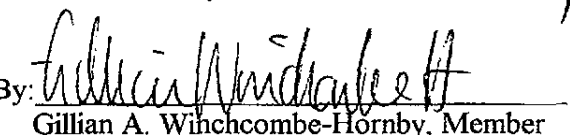
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

18 IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal this day of February, 2003.

CAUTUS LLC, MEMBER

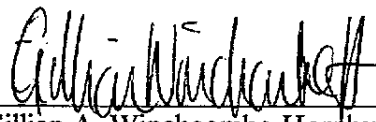
By: 
Simon Hornby, Member

By: 
Gillian A. Winchcombe-Hornby, Member

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SECRETARY OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for GLOBAL RISK PARTNERS LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.



Gillian A. Winchcombe-Hornby

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