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June 9, 2003

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TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

**Re: JCA Financing, L.L.C.**

Gentlemen:

Enclosed are the original and one photocopy of Amended and Restated Articles of Organization by JCA Financing, L.L.C., along with our check in the amount of $155.00.

Please return a certified copy of the Amended and Restated Articles of Organization to the undersigned.

If there are any questions, please call.

Very truly yours,

Brent D. Klein

BDK:ic
Encl.

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED**

**ARTICLES OF ORGANIZATION**

**OF**

**JCA FINANCING, L.L.C.**

Pursuant to the provisions of Florida Statutes Section 608.411, JCA Financing, L.L.C. hereby adopts the following Amended and Restated Articles of Organization:

1. The name of the company is JCA Financing, L.L.C.

2. Articles of Organization of JCA Financing, L.L.C. were filed with the Department of State of the State of Florida on October 10, 2002.

3. The following Amended and Restated Articles of Organization were unanimously adopted by the members of the Company:

## ARTICLE I

Name

The name of the Company is JCA Financing, L.L.C. The street address of the principal office of the Company and the mailing address of the Company are Suite 303, 3191 Coral Way, Miami, Florida 33145.

## ARTICLE II

Duration

The Company shall commence its existence on the date of filing of Articles of Organization with the Department of State of the State of Florida and the duration of the Company is perpetual.

## ARTICLE III

Purposes

The general purposes for which the Company is organized are:

1. To transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.



**ARTICLE IV**

Registered Office and Agent

The street address of the registered office of the Company is Suite 1901, 801 Brickell Avenue, Miami, Florida 33131, and the name of its registered agent at such address is Brent D. Klein.

**ARTICLE V**

Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all the members.

**ARTICLE VI**

Termination of Existence

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

**ARTICLE VII**

Management

The management of the Company shall be reserved by its members, subject to, and in accordance with, the operating agreement adopted by, and any written agreements entered into by, the members for the management of the business and affairs of the Company.

**ARTICLE VIII**

Voting

Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the members, with respect to any matter requiring a vote of the members, each member shall have one vote for each one percent (1%) interest in the Company.

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**ARTICLE IX**

Operating Agreement

Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the members, the members may from time to time, by majority vote, adopt, alter, amend or repeal the operating agreement for the Company

Executed by the undersigned, as the sole member of the Company, this 9th day of ~~January~~ June, 2003.

Jose Armas

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent by the above limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Brent D. Klein