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Division of Corporations

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Florida Department of State
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LIMITED LIABILITY AMENDMENT

THE HARBOR SHOPS, LLC

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#04000018512

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
THE HARBOR SHOPS, LLC**

a Florida Limited Liability Company

The Harbor Shops, LLC, a limited liability company formed pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608.411 of the Florida Statutes (the "Act"), originally filed its Articles of Organization with the Florida Department of State on February 19, 2003. In accordance with the Act, the undersigned Limited Liability Company hereby desires to amend and restate its Articles of Organization as follows:

ARTICLES I - Name:

The name of the Limited Liability Company is: THE HARBOR SHOPS, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

221 West Oakland Park Boulevard
Fort Lauderdale, Florida 33311

ARTICLE III - Duration:

The period of duration for this Limited Liability Company commenced on February 19, 2003, upon the filing of its original Articles of Organization with the Florida Department of State, and shall exist until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

ARTICLE IV - Management:

The Limited Liability Company is to be a manager-managed company. The initial Manager is JTL Trust Investments, LLC, a Florida limited liability company.

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TALLAHASSEE

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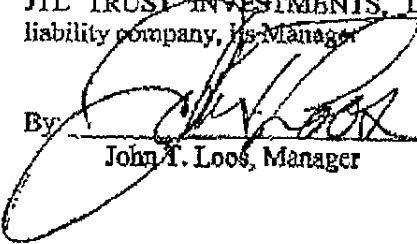
ARTICLE V - Authorization

The execution and filing of these amended and restated Articles of Organization have been duly approved by the unanimous written consent of all Members.

The undersigned has executed these Amended and Restated Articles of Organization on the 9th day of January, 2004.

JTL TRUST INVESTMENTS, LLC, a Florida limited liability company, its Manager

By


John T. Loos, Manager

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TALLAHASSEE, FLORIDA

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

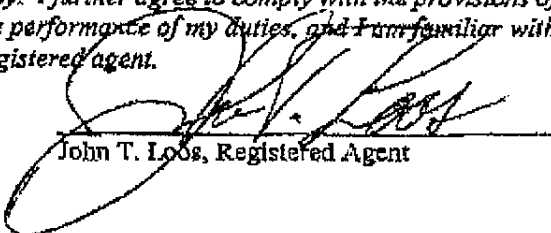
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: THE HARBOR SHOPS, LLC
2. The name and address of the registered agent and office are:

John T. Loos
900 S.E. Third Avenue
Suite 200
Fort Lauderdale, Florida 33316

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place of 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.

1-9-2004
Date


John T. Loos, Registered Agent

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