

LO3 000019596

BURDICK, P.A.

1110 North Olive Avenue
West Palm Beach, FL 33401

(Address)

(City/State/Zip/Phone #)

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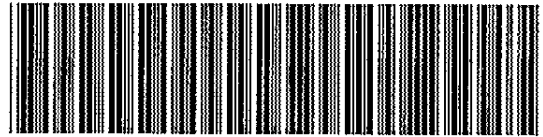
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 20, 2003

BURDICK, P.A.
1110 NORTH OLIVE AVENUE
WEST PALM BEACH, FL 33401

SUBJECT: TRADEWIND LENDING LLC
Ref. Number: L03000019596

We have received your document for TRADEWIND LENDING LLC. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$25.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 003A00047167

CLERK OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
TRADEWIND LENDING, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization that are duly executed and filed in accordance with this act. The articles of organization were originally filed on June 2, 2003 and the original name remains the same. This amendment includes additional articles, change of address, and replaces the individual member/managers with their respective corporations as member/managers.

ARTICLE I -- NAME

The name of the limited liability company shall TRADEWIND LENDING, LLC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 5500 Military Trail, Ste. 22-338, Jupiter, FL 33458.

ARTICLE III -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Stephen K. Denny, 5500 Military Trail, Ste. 22-338, Jupiter, FL 33458.

ARTICLE IV -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE V -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, insanity, bankruptcy, retirement, resignation, or expulsion of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of not less than a majority of the remaining members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.

ARTICLE VII -- MEMBERS/MANAGERS

The names and addresses of the managing members are:

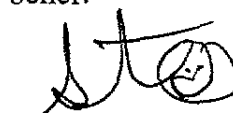
NIMERC, Inc.
19148 S.E. Bryant Drive
Tequesta, FL 33469

SKD Financial, Inc.
5500 Military Trail, STE 22-338
Jupiter, FL 33458

DASM, Inc.
509 California Avenue
Stuart, FL 33494

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CLERK OF DISTRICT COURT
FLORIDA

Under penalties of perjury, I declare that I have read the foregoing, and the facts alleged are true, to the best of my knowledge and belief.



Stephen K. Denny, President of
SKD Financial, Inc., Member/Manager

REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place 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 as provided for in Chapter 608, F.S.



Stephen K. Denny, Registered Agent