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DIVISION OF CORPORATIONS

LD3-31422

LIMITED LIABILITY AMENDMENT

RSC ASHFORD COURT, LLC

Certificate of Status	0
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
RSC ASHFORD COURT, LLC**

(Original Articles of Organization
filed with the Secretary of State of
the State of Florida on August 21, 2003)

Pursuant to Sections 608.411 and 608.407 of the Florida Limited Liability Company Act (the "Act"), the Articles of Organization of the undersigned limited liability company are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME

The name of the limited liability company is RSC ASHFORD COURT, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the limited liability company is 1660 N.E. Miami Gardens Drive, Suite One, North Miami Beach, Florida 33179.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 2699 South Bayshore Drive, Seventh Floor, Miami, Florida 33133, and the name of the registered agent of this Company at that address is CORPCO, INC.

ARTICLE IV

DURATION AND EFFECTIVE DATE

The period of this Company's duration shall be perpetual.

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ARTICLE V

PURPOSE

The Company's purpose is limited solely to owning, holding, selling, leasing, transferring, exchanging, operating and managing the real property located at 1700 The Garden Way, Jacksonville Beach, Florida, and transacting any and all lawful business that is incident, necessary and appropriate to accomplish the foregoing.

ARTICLE VI

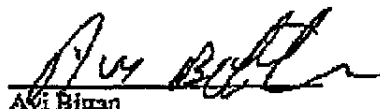
MANAGEMENT OF COMPANY

The business of the Company shall be manager-managed by two Managers. The Managers shall hold the office and have the responsibility accorded to them by the members. The initial Managers who are to serve until the first annual meeting of Members or until their successors are elected and qualified, are:

Avi Bitan
1660 N.E. Miami Gardens Drive
Suite One
North Miami Beach, Florida 33179

Aharon Soffer
1660 N.E. Miami Gardens Drive
Suite One
North Miami Beach, Florida 33179

IN WITNESS WHEREOF, the undersigned member has hereunto set his hand and seal
this 15th day of September, 2003.



Avi Bitan
Authorized Representative of a Member

This instrument prepared by
ANNA KERMESITTEN, ESQUIRE
Florida Bar No: 0133419
KATZ, BARRON, SQUITIERO & FAUST, P.A.
2699 South Bayshore Drive, Seventh Floor
Miami, Florida 33133-5406
(305) 656-2606
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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF 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 the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 15th day of September, 2003.

CORPCO, INC.

By: [Signature]
Name: MARE L. FAUST
Office: VICE PRESIDENT

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CLERK (ARY ET AL)
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This instrument prepared by:
ANNA KFRIMSHEIN, ESQUIRE
Florida Bar No: 0153419
KATZ, BARON, SQUITERO & FAUST, P.A.
2699 South Bayshore Drive, Seventh Floor
Miami, Florida 33132-3408
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