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LIMITED LIABILITY AMENDMENT

SPARKLE 565 LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 25, 2003

SPARKLE 565 LLC
350 HUNGRY STREET N.E.
PAIM BAY, FL 32907

SUBJECT: SPARKLE 565 LLC
REF: L03000033928

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PLEASE ABANDON ELECTRONIC FILING #H03000283932 9; AND FILE THE AMENDED AND RESTATED ARTICLES OF ORGANIZATION AS RESUBMITTED.

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
SPARKLE 565 LLC**

Pursuant to the provisions of Section 608.411 of the Florida Statutes, the undersigned Florida limited liability company, whose original Articles of Organization were filed with the Florida Department of State on September 8, 2003, hereby adopts the following Amended and Restated Articles of Organization:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is Sparkle 565 LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 350 Hungry Street N.E., Palm Bay, Florida 32907.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the registered office of the Company in the State of Florida is 350 Hungry Street N.E., Palm Bay, Florida 32907. The name of the registered agent of the Company at that address is Elisabeth A. Rodriguez.

ARTICLE IV - MANAGEMENT

The Company is a member-managed company. The names and addresses of the sole member of the Company are:

<u>Name</u>	<u>Address</u>
Ramsey J. Rodriguez, tenant by the entirety	350 Hungry Street N.E. Palm Bay, Florida 32907

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Elisabeth A. Rodriguez, tenant
by the entireties

350 Hungry Street N.E.
Palm Bay, Florida 32907

ARTICLE V - EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Organization shall be the date of filing with the Florida Department of State.

The undersigned member has made and subscribed these Amended and Restated Articles of Organization this 24th day of September, 2003.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



Ramon J. Rodriguez, as tenants by the entirety,
Member



Elisabeth A. Rodriguez, as tenants by the entirety,
Member

STATEMENT OF 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 foregoing Amended and Restated Articles of Organization, I hereby accept such appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.



Elisabeth A. Rodriguez

Date: September 24, 2003