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LAW OFFICE OF
BRADFORD J. BEILLY, P.A.

400 SOUTHEAST 18TH STREET
FORT LAUDERDALE, FLORIDA 33316-2820 2004 AUG 19 P 12: 35

TELEPHONE: (954) 763-7000
Facsimile (954) 525-0616

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 20, 2004

Secretary of State
Division of Corporations
Attn: LLC Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Organization of Lilly
Enterprise, L.L.C., a Florida Limited Liability Company

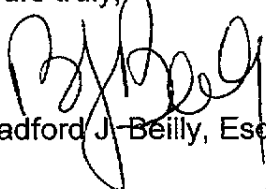
Dear Sir or Madam:

Enclosed is a duplicate set of the Amended and Restated Articles of Organization of Lilly Enterprise, L.L.C., a Florida Limited Liability Company, submitted for filing. Also enclosed herewith is a Statement of Acceptance as Position of Registered Agent for Lilly Enterprise, L.L.C.

Also enclosed is a check in the amount of \$60.00 to file the Amended and Restated Articles of Organization, to receive a Certified Copy of the Amended and Restated Articles of Organization and to receive a Certificate of Status.

Thank you for your assistance in this matter.

Yours truly,



Bradford J. Beilly, Esq.

cc: David Fiore
Lilly Enterprise, L.L.C.

The Articles of Organization for Lilly Enterprise, L.L.C were originally filed on October 16, 2003 and assigned document number L03000040763.

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The following Amended and Restated Articles of Organization were adopted by Lilly Enterprise, L.L.C. These Amended and Restated Articles of Organization of Lilly Enterprise, L.L.C. were duly executed and are being filed with the Department of State pursuant to Fla. Stat. 608.411.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
LILLY ENTERPRISE, L.L.C.**

ARTICLE I

The name of the Limited Liability Company is Lilly Enterprise, L.L.C.

ARTICLE II

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

2911 N. Military Trail, Ste. Ste. C
West Palm Beach, FL 33409

The mailing address of the Limited Liability Company is:

2911 N. Military Trail, Ste. Ste. C
West Palm Beach, FL 33409

ARTICLE III

The Limited Liability Company is organized for the purpose of any and all lawful

business.

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ARTICLE IV

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The name and Florida street address of the registered agent is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bradford J. Beilly, Esq.
400 SE 18th St.
Lauderdale, FL 33316

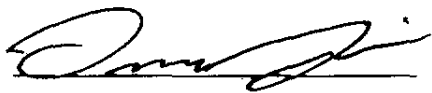
ARTICLE V

The managing members of the Limited Liability Company shall be:

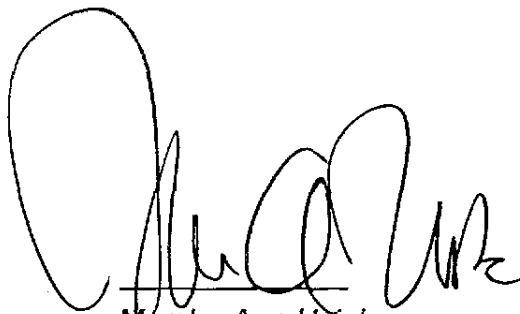
David Fiore, MGRM
7106 S. Military Trail, Store #3
Lake Worth, FL 33463.

Marsha Ann Usiak, MGRM
7106 S. Military Trail, Store #3
Lake Worth, FL 33463.

Dated Aug 3, 2004



David Fiore
MGRM, Lilly Enterprise, L.L.C.



Marsha Ann Usiak
MGRM, Lilly Enterprise, L.L.C.

STATEMENT OF ACCEPTANCE OF POSITION AS
REGISTERED AGENT FOR LILLY ENTERPRISE, L.L.C.


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The registered agent for Lilly Enterprise, L.L.C. shall be Bradford J. Beilly, Esq.,
whose address is 400 SE 18th St., Ft. Lauderdale, FL 33316.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

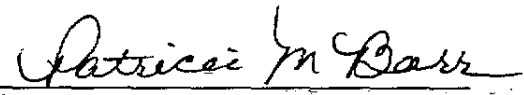
Dated July 19, 2004


Bradford J. Beilly, Esq.
Registered Agent

STATE OF FLORIDA)
 ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Bradford J. Beilly,
Esq. who after first being duly sworn, deposes and states that the foregoing is true.

SWORN TO AND SUBSCRIBED before me this 19th day of July, 2004
by Bradford J. Beilly, Esq. who is personally known to me.


Notary Public

