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J. BRYAN MAR 15 2004



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE 492544 7108498

AUTHORIZATION

COST LIMIT : \$ 55.00

ORDER DATE : March 12, 2004

ORDER TIME : 12:15 PM

ORDER NO. : 492544-005

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq
Becker & Poliakoff, P.a.
Suite 100
5201 Blue Lagoon Drive
Miami, FL 33126

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DOMESTIC AMENDMENT FILING

NAME: OPULEND, L.L.C.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

OF

OPULEND, L.L.C.

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Pursuant to §608.411 of the Florida Limited Liability Act, the Articles of Organization of Opulend, L.L.C., originally filed with the Secretary of State of the State of Florida on January 13, 2004, are hereby amended and restated as follows:

1. **Name.** The name of this limited liability company is "OPULEND, L.L.C." ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065
5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

RICHARD J. ALAN CAHAN, ESQ.
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

The address of its registered office is:

5201 Blue Lagoon Drive, Suite 100
Miami, Florida 33126-2065

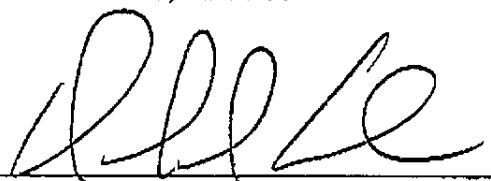
6. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Co-Managers of the Company are:

Richard Schueler
2148 S. W. 38th Street
Dania, FL 33312

11. **Initial Member.** The name and address of the initial single member of the Company is as follows:

Richard Schueler
2148 S. W. 38th Street
Dania, FL 33312

Dated this 12th day of March, 2004.

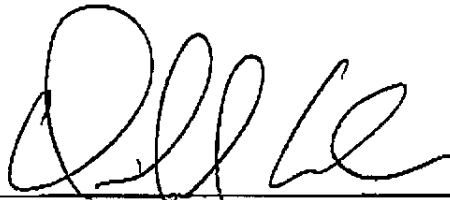


RICHARD J. ALAN CAHAN, ESQ.
as an authorized Representative
of the single member

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Consent to Appointment as 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 these Articles, 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.



RICHARD J. ALAN CAHAN
as Registered Agent

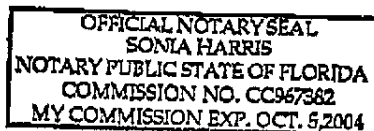
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TALLAHASSEE, FLORIDA

State of Florida)
) ss
County of Miami-Dade)

The foregoing Amended and Restated Articles of Organization were acknowledged before me this 12th day of March, 2004, by Richard J. Alan Cahan, as an authorized Representative of the single member, who has produced his passport for identification.

Sonia Harris
Notary Public
Name of Notary: SONIA HARRIS
My Commission expires: _____



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