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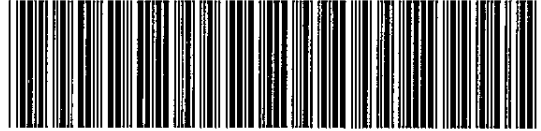
(Business Entity Name)

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BK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 558157 7108498
AUTHORIZATION
COST LIMIT : \$ 55.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Pizant

ORDER DATE : April 9, 2004
ORDER TIME : 9:28 AM
ORDER NO. : 558157-010
CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq
Becker & Poliakoff, P.a.
Suite 1000, Alhambra Towers
121 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: MEDINA REALTY HOLDING, L.L.C.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

OF

MEDINA REALTY HOLDING, L.L.C.

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TALLAHASSEE, FLORIDA

Pursuant to §608.411 of the Florida Limited Liability Act, the Articles of Organization of Medina Realty Holdings, 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 "MEDINA REALTY HOLDINGS, 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:

F-110
7680 Peters Road
Plantation, FL 33324
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.
121 Alhambra Plaza, Suite 1000
Coral Gables, FL 33134

The address of its registered office is:

121 Alhambra Plaza, Suite 1000
Coral Gables, FL 33134

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 names and mailing addresses of the initial Co-Managers of the Company are:

RONALD SEDLEY
7860 PETERS RD, F-110
PLANTATION FL 33324

RITA KATZ
7860 PETERS RD, F-110
PLANTATION FL 33324

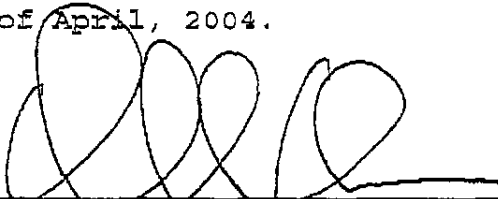
11. Initial Members. The names and addresses of the initial members of the Company are as follows:

RONALD SEDLEY
7860 PETERS RD, F-110
PLANTATION FL 33324

RITA KATZ
7860 PETERS RD, F-110
PLANTATION FL 33324

PLANTATION FL 33324

Dated this 7th day of April, 2004.



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

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

The foregoing Amended and Restated Articles of Organization were acknowledged before me this 7th day of April, 2004, by Richard J. Alan Cahan, as an authorized Representative of the single member, who has produced his passport for identification.



Notary Public

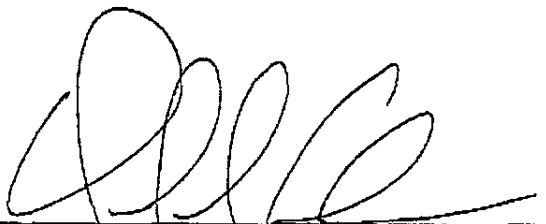
Name of Notary: SONIA HARRIS

My Commission expires: _____

OFFICIAL NOTARY SEAL
SONIA HARRIS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC967382
MY COMMISSION EXP. OCT. 5, 2004

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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