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FRIEDMAN, ROSENWASSER & GOLDBAUM

A PROFESSIONAL ASSOCIATION
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TELEPHONE (561) 395-5511

TELEFAX (561) 368-9274

April 7, 2004

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: AMENDED AND RESTATED ARTICLES OF ORGANIZATION BEST INVEST, LLC

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Amended and Restated Articles of Organization of BEST INVEST, LLC, along with our check in the amount of \$25.00 to cover the filing fee.

Please return one filed copy to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Very truly yours,

Friedman, Rosenwasser & Goldbaum, P.A.

Ву:____

ANDREW R. FRIEDMAN

ARF Encl.

AMENDED AND RESTATED

ARTICLES OF ORGANIZATION

OF

BEST INVEST, LLC

Best Invest, LLC, (the "Company"), a limited liability company organized and existing under and by virtue of the Florida Limited Liability Company Act, who filed its original Articles of Organization on March 15, 2004, hereby amends and restates its Articles of Organization to read, in their entirety, as follows:

ARTICLE I NAME

The name of this limited liability company is BEST INVEST, LLC.

ARTICLE II DURATION

This limited liability company shall have perpetual existence.

ARTICLE III PURPOSE

This limited liability company is organized for any lawful purpose, except that special statutes for the regulation and control of specific types of business shall control when in conflict with these Articles of Organization.

ARTICLE IV ADDRESS

The principal place of business and mailing address of this limited liability company shall be 645 SW 5th Avenue, Fort Lauderdale, Florida 33315.

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this limited liability company is Robert A. Peppers, and the initial registered agent's office address shall be 645 SW 5th Avenue, Fort Lauderdale, Florida 33315.

ARTICLE VI MANAGEMENT

This limited liability company shall be managed by one or more managers. The name and address of the initial manager is:

Robert A. Peppers 645 SW 5th Avenue Fort Lauderdale, Florida 33315

ARTICLE VII POWERS

This limited liability company shall have all of the powers enumerated in the Limited Liability Act.

ARTICLE VIII RIGHT OF CONTINUANCE

The members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the limited liability company.

ARTICLE IX AMENDMENT

These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

IN WITNESS WHEREOF, a member of the limited liability company has executed these Amended and Restated Articles of Organization on the 7 day of April 2004.

Robert A. Peppers Member