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SECRETARY OF STATE



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LAW OFFICE OF
BRADFORD J. BEILLY, P.A.
400 SOUTHEAST 18TH STREET
FORT LAUDERDALE, FLORIDA 33316-2820

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

July 20, 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 South Dixie
Hall LLC, a Limited Liability Company

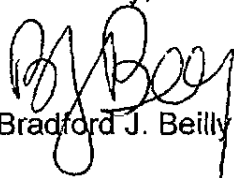
Dear Sir or Madam:

Enclosed is a duplicate set of the Amended and Restated Articles of Organization of South Dixie Hall LLC, a Florida Limited Liability Company, submitted for filing. Also enclosed herewith is a Statement of Acceptance as Position of Registered Agent for South Dixie Hall LLC.

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
South Dixie Hall LLC

The Articles of Organization for South Dixie Hall LLC were originally filed on April 15, 2004 and assigned document number L04000029150.

FILED

The following Amended and Restated Articles of Organization were adopted by South Dixie Hall LLC. These Amended and Restated Articles of Organization of South Dixie Hall LLC were duly executed and are being filed with the Department of State pursuant to Fla. Stat. 608.411.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SOUTH DIXIE HALL LLC**

ARTICLE I

The name of the Limited Liability Company is South Dixie Hall LLC.

ARTICLE II

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

2201 W. Sample Rd. 5A
Pompano Beach, FL 33073

The mailing address of the Limited Liability Company is:

2201 W. Sample Rd. 5A
Pompano Beach, FL 33073

ARTICLE III

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

ARTICLE IV

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

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

ARTICLE V

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The managing members of the Limited Liability Company shall be as follows:

David Fiore, MGRM
2201 W. Sample Rd. 5A
Pompano Beach, FL 33073

Marsha Ann Usiak, MGRM
2201 W. Sample Rd. 5A
Pompano Beach, FL 33073

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated Aug 3, 2004


David Fiore
MGRM, South Dixie Hall LLC


Marsha Ann Usiak
MGRM, South Dixie Hall LLC

STATEMENT OF ACCEPTANCE OF POSITION AS
REGISTERED AGENT FOR SOUTH DIXIE HALL LLC

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The registered agent for South Dixie Hall LLC 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

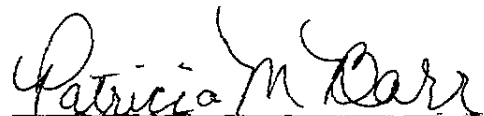
STATE OF FLORIDA)

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

