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Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : STEVEN H. HAGEN, ESQ.
Account Number : E20040000107
Phone : (786) 924-5283
Fax Number : (305) 577-9921

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DIVISION OF CORPORATIONS

LIMITED LIABILITY AMENDMENT

AA ACQUISITION HOLDINGS LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$55.00

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SECRETARY OF STATE

DIVISION OF CORPORATIONS

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
AA ACQUISITION HOLDINGS LLC**

The undersigned being a duly authorized representative of a member, pursuant to the provisions of Florida Statutes Section 608.411, adopts the following Amended and Restated Articles of Organization of AA ACQUISITION HOLDINGS LLC, a limited liability company duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on July 21, 2004 (the "Amended and Restated Articles of Organization"):

ARTICLE I

NAME

The name of the limited liability company is AIF AGENCY LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Avenue
Suite 1650
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 1650, Miami, Florida 33131 as the street address of the registered office of the Company and names Law Center of the Americas, LLC as the Company's registered agent at that address to accept service of process within this state.

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ARTICLE IV

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE V

MANAGEMENT

The management of the Company shall be conducted and carried on by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. All Managers, other than the initial Manager, shall be appointed or elected solely as provided in the Operating Agreement.

ARTICLE VI

MANAGER

The name and address of the initial Manager of the Company are:

Aaron I. Fleischman
c/o 701 Brickell Avenue
Suite 1650
Miami, Florida 33131

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ARTICLE VII

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII

ADDITIONAL MEMBERS

Additional Members may be admitted upon the unanimous written consent of the then existing Members, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

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ARTICLE IX
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

ARTICLE X
AMENDMENT

The power to adopt, alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Members of the Company and in accordance with the procedures set forth in the Operating Agreement of the Company.

These Amended and Restated Articles of Organization of the Company are hereby executed this 27th day of July, 2004.

By: 

Name: Steven H. Hagen

Title: Duly Authorized Representative
of a Member

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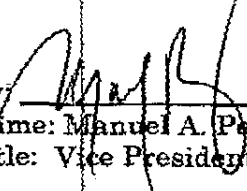
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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for AIF AGENCY LLC to accept service of process at the place designated in these Amended and Restated Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 27th day of July, 2004.

LAW CENTER OF THE AMERICAS, LLC

By: 
Name: Manuel A. Perez
Title: Vice President

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