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DIVISION OF CORPORATION

Law Offices
COLODNY, FASS, TALENFELD, KARLINSKY & ABATE, P.A.

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October 19, 2005

VIA HAND DELIVERY

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Florida Peninsula Managers, LLC**
Our File No. 04-135

Dear Sir/Madam:

Enclosed please find the Articles of Amendment and Restatement of Articles of Organization for Florida Peninsula Managers, LLC which we submit for filing. Please note that the only change is to identify the new principal office of the Company.

I have enclosed our firm's check drawn payable to the order of the Secretary of State in the amount of \$55.00 to cover the fee for filing the enclosed Articles.

If you have any questions, please feel free to call me.

Very truly yours,

COLODNY, FASS, TALENFELD,
KARLINSKY & ABATE, P.A.

Richard J. Fidei

RJF:jg
Enclosure

05 OCT 20 AM 9:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF ORGANIZATION
FOR
FLORIDA PENINSULA MANAGERS, LLC**

FILED
05 OCT 20 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Limited Liability Company Act, § 608.411, F.S., FLORIDA PENINSULA MANAGERS, LLC (the "Company") hereby amends and restates the Articles of Organization of the Company filed on March 16, 2005, according to the Articles of Amendment as follows:

FIRST:

The Amended and Restated Articles of Organization of the Company are attached hereto as Exhibit "A" and are incorporated herein by reference.

SECOND:

The Amended and Restated Articles of Organization contain an amendment to the Articles of Organization changing the principal address of the Company to 621 N.W. 53rd Street, Suite 125, Boca Raton, Florida 33487, which required member approval.

THIRD:

The foregoing Amended and Restated Articles of Organization was approved by the members of the Company and the number of votes cast for the Amended and Restated Articles of Organization by the members was sufficient for approval.

The foregoing Amended and Restated Articles of Organization was approved by the Company's members as of April 22nd, 2005.

IN WITNESS WHEREOF the undersigned authorized Manager of FLORIDA PENINSULA MANAGERS, LLC, has executed the foregoing Articles of Amendment and Restatement of Articles of Organization as of April 22nd, 2005.

FLORIDA PENINSULA MANAGERS, LLC,
a Florida limited liability company

By: *Gary Cantor*
Gary Cantor
President

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
FLORIDA PENINSULA MANAGERS, LLC

FILED
05 OCT 20 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending and restating the Articles of Organization of Florida Peninsula Managers, LLC, a Florida Limited Liability Company pursuant to Florida law, F.S. Chapter 608, hereby makes, acknowledges, and files the following Amended and Restated Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be FLORIDA PENINSULA MANAGERS, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company is 621 N.W. 53rd Street, Suite 125, Boca Raton, Florida 33487 or such other address as may be determined by the Managers of the Company from time to time.

ARTICLE III -- PURPOSE

The purpose for which this Company is organized is any and all lawful business.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

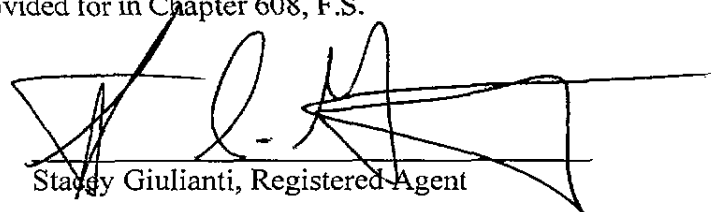
The name and Florida street address of the initial registered agent of the Company are:

Stacey Giuliani
621 N.W 53rd Street
Suite 125
Boca Raton, FL 33487

Certificate of Registered Agent

Having been named as the registered agent and to accept service of process for the 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 the position as registered agent as provided for in Chapter 608, F.S.

Dated: June 10, 2005


Stacey Giuliani, Registered Agent

