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TALLAHASSEE, FLORIDA

July 31, 2002

Privileged &
Confidential

Via Federal Express

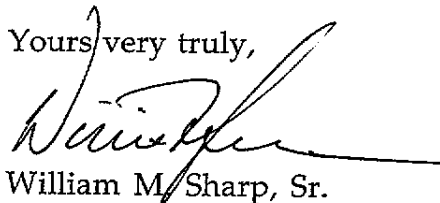
Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Amended and Restated Articles of Organization of Bay Harbour
Management, L.C.

Dear Sir or Madam:

Please find enclosed one original and one copy of the Amended and Restated Articles of Organization of Bay Harbour Management, L.C., together with a check in the amount of \$55.00 for filing and certification fees. Please file the enclosed amended and restated articles and please return a certified copy of the amended articles to us in the enclosed Federal Express envelope.

Yours very truly,



William M. Sharp, Sr.

WMS:mv
Enclosures

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BAY HARBOUR MANAGEMENT, L.C.,
A LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute these Amended and Restated Articles of Organization for the purpose of amending and restating the Articles of Organization of Bay Harbour Management, L.C., a limited liability company under the laws of the State of Florida formed by the filing of Articles of Organization on December 2, 1996.

ARTICLE I
NAME

The name of this limited liability company is Bay Harbour Management, L.C., which shall be referred to in these Amended and Restated Articles of Organization as the "Company."

ARTICLE II
PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing of these Amended and Restated Articles of Organization with the Department of State of the State of Florida until the first to occur of the following:

- (a) December 31, 2026, or
- (b) Dissolution of the Company by law or in accordance with the Regulations adopted by the Company (as provided in Article IX hereof).

ARTICLE III
MAILING ADDRESS AND STREET ADDRESS

The Company's mailing address is:

P. O. Box 418
Tampa, FL 33601

The Company's street address is:

777 S. Harbour Island Blvd., Suite 270
Tampa, FL 33602

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office is 777 S. Harbour Island Blvd., Suite 270, Tampa, FL 33602, and the name of its initial registered agent is Steven A. Van Dyke. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

No new members shall be admitted to the Company except in accordance with the Regulations. A member's interest in the Company may not be sold or otherwise transferred except in accordance with the Regulations.

ARTICLE VI
CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall automatically cease and the Company automatically shall be dissolved unless the business of the Company is continued by the remaining members in accordance with the Regulations.

ARTICLE VII
MANAGEMENT

Except as otherwise set forth in the Regulations, all powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed by or under the direction of the managers of the Company, who shall perform such duties in accordance with the terms set forth in the Regulations. The managers shall consist of two (2) persons elected by unanimous vote of the members of the Company. Each manager shall serve a term

equal to the greater of (i) one year, or (ii) until the election and qualification of the manager's successor; provided, however, any manager may be removed on the terms provided in the Regulations. A manager may be elected to an unlimited number of terms. The name and current address of the managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

Steven A. Van Dyke
Bay Harbour Management, L.C.
777 S. Harbour Island Blvd., Suite 270
Tampa, FL 33602

Douglas P. Teitelbaum
Bay Harbour Management, L.C.
885 Third Avenue, 34th Floor
New York City, New York 10022-4834

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CLERK OF DISTRICT COURT
JANUARY 11, 1994

ARTICLE VIII PURPOSES

The Company may engage in the transaction of any and all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE IX REGULATIONS

The members of the Company shall adopt regulations (the "Regulations") (which shall also act as the operating agreement of the Company) pertaining to the regulation and management of the affairs of the Company and relations between and among the Company and its members, provided that such Regulations shall not be inconsistent with these Amended and Restated Articles of Organization or with the laws of the State of Florida. The Regulations shall be repealed or amended in the manner provided in such Regulations, which shall be consistent with the laws of the State of Florida.

ARTICLE X ACKNOWLEDGMENT

The undersigned, being one of the members of the Company, does hereby certify that the foregoing constitutes the Amended and Restated Articles of

Organization of the Company. These Amended and Restated Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the Regulations of the Company, in a manner consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned member has executed and filed these Amended and Restated Articles of Organization in accordance with Section 608.411, Florida Statutes, this 19th day of August, 1999.

TOWER INVESTMENT GROUP, INC.

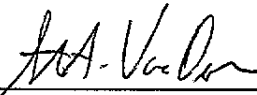
By: 
Steven A. Van Dyke, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT
OF BAY HARBOUR MANAGEMENT, L.C.

Having been appointed the registered agent of Bay Harbour Management, L.C., the undersigned accepts such an appointment, agrees to act in such capacity, and is familiar with and accepts the obligations imposed by Florida Statutes Section 608.415.

Executed this 19th day of August, 1999.



Steven A. Van Dyke

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SOUTHERN JAIL
TALLAHASSEE, FLORIDA