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(CHARTERED)

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August 25, 1997

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399


Dear Sir/Madam:

Please file the enclosed Amended and Restated Articles of Organization of Meyven, L.C.
Enclosed is a check in the amount of \$105.00 (\$52.50 for the filing fee and \$52.50 for certified copies).

I have enclosed a self-addressed Federal Express envelop for the certified copies to be returned to me.

Thank you for your assistance.

Sincerely,


Ronald A. Lisak
RAL/ml

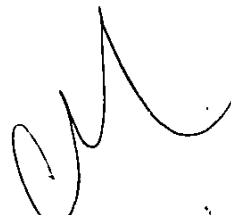
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG 25 AM 10:01

APPROVED
AND
FILED


L97000000831
Amended
6/8/97
8-25-97
W/Cut copy

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF MEYVEN, L.C.,
a Limited Liability Company Formed Under Chapter 608 of the Florida Statutes,
the Florida Limited Liability Company Act**

The present name of this limited liability company is MEYVEN, L.C. and its name has never been changed. The date of filing of the original Articles of Organization of this limited liability company with the Florida Department of State was July 28, 1997. These Amended and Restated Articles of Organization of MEYVEN, L.C. shall be effective upon the filing of these Amended and Restated Articles with the Florida Department of State.

These Amended and Restated Articles are duly executed and filed in accordance with the provisions of Section 608.411 of the Florida Limited Liability Company Act. Pursuant thereto, the undersigned, being a duly authorized member of this limited liability company, hereby makes and files the following Amended and Restated Articles of Organization:

APPROVED
AND
FILED
3/10/2000
SECTION 608.411
TALMADGE, FLORIDA

ARTICLE I. NAME

The name of the Limited Liability Company shall be:

MEYVEN, L.C.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of this company shall be 58 North Collier Boulevard, Suite 1806, Marco Island, Florida 34145, and the mailing address of the company shall be the same.

ARTICLE III. TERM OF EXISTENCE

This limited liability company shall commence its existence on August 14,, 1997; and shall exist until December 31, 2026 or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV. NATURE OF BUSINESS

This limited liability company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. CONTRIBUTIONS TO CAPITAL

This company shall commence its existence with **ONE THOUSAND AND NO/100 DOLLARS (\$1000.00)** cash as its contributed capital. There are no additional contributions to be made by the members except as determined by unanimous consent of the members.

ARTICLE VI. NEW MEMBERS

No new members shall be admitted without the consent of all existing members.

ARTICLE VII. CONTINUATION OF COMPANY

Remaining members of this limited liability company shall have the right to continue the business of the company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event that terminates the continued membership of a member in the limited liability company, upon the unanimous vote of all remaining members.

ARTICLE VIII. MANAGEMENT

1. The limited liability company shall be managed by a manager or managers pursuant to Florida Statutes Section 608.422. The name and address of the manager who is to serve until the first annual meeting of the members or until his successor(s) is elected and qualified is:

Reinhold H. Meyer
58 North Collier Boulevard
Suite 1806
Marco Island, Florida 34145

2. At the first annual meeting of the members and annually thereafter the manager or managers shall be elected annually by the members in the manner prescribed by and provided in the regulations of this limited liability company.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

1. The name of the initial registered agent of the company is R. Scott Price, Esq.

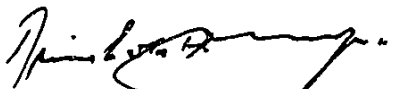
2. The street address of the initial registered office of the limited liability company shall be Kelly, Price, Passidomo & Siket, 2640 Golden Gate Parkway, Suite 315, Naples, FL 34105. The mailing address shall be Kelly, Price, Passidomo & Siket, 2640 Golden Gate Parkway, Suite 315, Naples, FL 34105.

ARTICLE X. DESIGNATION OF AN AUTHORIZED REPRESENTATIVE FOR THE PURPOSE OF EXECUTION OF THE AFFIDAVIT PURSUANT TO 608.407(2).

FLORIDA STATUTES

R. Scott Price is hereby designated as an authorized representative for the purpose of executing, acknowledging and subscribing to the affidavit required by 608.407(2) of the Florida Statutes and is authorized and directed to do so in the form attached hereto.

IN WITNESS WHEREOF, the undersigned, has hereunto set his
hand, on this 19 day of August, 1997.


Reinhold H. Meyer

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process and act in this capacity; to comply with the provisions of all statutes relating to the proper and complete performance of my duties; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligations of my position as registered agent.

WITNESS my hand this 25 of August, 1997 in the City of Naples, State of Florida.


R. Scott Price
Registered Agent

AFFIDAVIT PURSUANT TO 608.407(2), FLORIDA STATUTES

The undersigned, R. Scott Price, an authorized representative of Reinhold H. Meyer, one of the two (2) members of Meyven, L.C., a Florida Limited Liability Company, certifies:

1. The limited liability company has two (2) members.
2. The amount of capital contributions to date of the members is \$1000.00 cash and zero dollars of property other than cash.
3. The amount of cash and the value other property anticipated to be contributed by the members is zero dollars.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

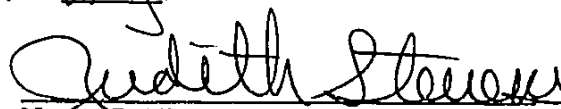


R. Scott Price

STATE OF FLORIDA)
)
COUNTY OF COLLIER) ss:

Before me, a notary public authorized to take acknowledgements and oaths in the State and County set forth above personally appeared R. Scott Price, who was sworn and who is personally know to me as the person who executed this Affidavit, and he acknowledged before me that as his free act he executed this Affidavit and stated and swore that the facts contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25th day of Aug, 1997.



Notary Public
My Commission Expires:

