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LIMITED LIABILITY AMENDMENT

MANAGEMENT SYSTEMS WORLDWIDE L.C.

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Katherine Harris
Secretary of State

June 22, 1999

BROAD AND CASSEL (BOCA RATON)

SUBJECT: MANAGEMENT SYSTEMS WORLDWIDE L.C.
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MANAGEMENT SYSTEMS WORLDWIDE L.C.
(Document No. L97000001144)**

In accordance with Section 608.411, Florida Statutes, the undersigned, being a member of Management Systems Worldwide L.C., does hereby subscribe to, acknowledge and file the following Amended and Restated Articles of Organization which shall amend and restate the Articles of Organization which were previously filed on October 15, 1997.

ARTICLE I

The name of this limited liability company shall be: Management Systems Worldwide L.C.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be: 70 Southeast 4th Avenue, Delray Beach, Florida 33483, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

This limited liability company shall commence its existence immediately upon the execution of these Articles of Organization, and the period of duration for the limited liability company shall be perpetual.

ARTICLE IV

The limited liability company is to be managed by a manager, and the name and address of the manager who is to serve as manager until a successor is properly appointed by the member(s), or until his earlier death or resignation, is as follows: Martin Satalino, 70 Southeast 4th Avenue, Delray Beach Beach, Florida 33483.

David J. Powers, Esq.
Florida Bar Number 867081
Broad and Cassel
7777 Glades Road, Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
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ARTICLE V

The right to admit additional members and the terms and conditions of the admissions shall be subject to the consent of the Manager, as more fully set forth in the limited liability company's Regulations, as amended from time to time.

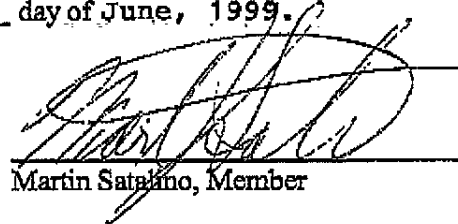
ARTICLE VI

The limited liability company shall not terminate or dissolve 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 limited liability company.

ARTICLE VII

The registered office of this limited liability company is 2573 N.W. 59th Street, Boca Raton, Florida 33496. The registered agent at that address is Martin Satalino.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Organization this 22 day of June, 1999.



Martin Satalino, Member

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