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L97-1254

LIMITED LIABILITY AMENDMENT

SEA OAKS INVESTMENT GP, L.C.

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SEA OAKS INVESTMENT GP, L.C.**

The undersigned, Herve Denize, as Authorized Representative of the Member (the "Authorized Representative") of Sea Oaks Investment GP, L.C., a limited liability company organized and existing under the law of the State of Florida (the "Company"), does hereby certify pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act (the "Act"):

ONE: The Articles of Organization of the Company were filed with the Secretary of State of the State of Florida on November 12, 1997, effective November 10, 1997.

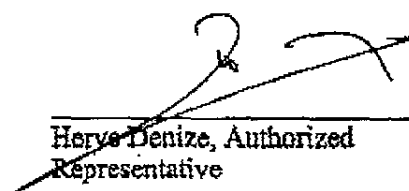
TWO: The Articles of Organization of the Company are hereby amended and restated in their entirety to read as follows:

1. The name of the limited liability company is Sea Oaks Investment GP, L.C.
2. The mailing address and street address of the principal office of the limited liability company is 1235 Winding Oaks Circle, Vero Beach, Florida 32963.
3. The name and street address of the registered agent of the limited liability company are Jacques Brion, 1235 Winding Oaks Circle, Vero Beach, Florida 32963.
4. The limited liability company will be managed by its members.

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IN WITNESS WHEREOF, these Amended and Restated Articles of Organization of the Company have been duly executed and are being filed in accordance with the provisions of Section 608.411 of the Act by the Authorized Representative this 31 day of July, 2003.



Hervé Denize, Authorized
Representative

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, who has been designated in the foregoing Amended and Restated Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: July 31, 2003.



Jacques Brion, Registered Agent

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