

# L97000001437



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 841283 81740A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 2, 1998

ORDER TIME : 9:03 AM

ORDER NO. : 841283-005

CUSTOMER NO: 81740A

CUSTOMER: Roger L. Shaffer, Jr.  
Roger L. Shaffer, Esq  
2201 Corporated Boulevard N.W.  
Suite 105  
Boca Raton, FL 33431

700002545657--8

-06/03/98-01013-025

\*\*\*\*\*52.50 \*\*\*\*\*52.50

DOMESTIC AMENDMENT FILING

NAME: INTERCOASTAL HOLDINGS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -3 AM 11:25

RECEIVED  
98 JUN -3 AM 9:50  
DIVISION OF CORPORATION

*Handwritten:* C/3/98

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
INTERCOASTAL HOLDINGS, L.L.C.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -3 AM 11:26

Pursuant to Florida Statute §608.411, **INTERCOASTAL HOLDINGS, L.L.C.** files these its Amended and Restated Articles of Organization and states that its present name is **INTERCOASTAL HOLDINGS, L.L.C.**, which remains unchanged; the original Articles of Incorporation were filed on December 24, 1997; the effective date of these Amended and Restated Articles of Organization shall be the date of filing as noted hereon by the Secretary of State; and these Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Florida Statutes §608.411.

**ARTICLE I - Name:**

The name of this Limited Liability Company is: **INTERCOASTAL HOLDINGS, L.L.C.**

**ARTICLE II - Address:**

The mailing address and street address of the principal office of this Limited Liability Company is: **777 South Flagler Drive, West Tower - 8th Floor, West Palm Beach, FL 33401.**

**ARTICLE III - Duration:**

The period of duration for this Limited Liability Company shall be: **Perpetual.**

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Roy G. Warren  
1128 Country Club Drive  
North Palm Beach, FL 33408

Fernshaw Investments, Ltd.  
Charlotte House, Charlotte Street  
P.O. N 9204  
Nassau, Bahamas

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -3 PM 11:26

**ARTICLE V - Admission of Additional Members:**

The right of the remaining members to admit to admit additional members, and the terms and conditions of the admissions shall be: **only upon the unanimous written consent of all members.**

**ARTICLE VI - Members Rights to Continue Business:**

The right of the remaining members of the Limited Liability Company to continue the business on 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 shall be: **only upon the unanimous written consent of all remaining members.**

**ARTICLE VII - Initial Registered Agent/Registered Office:**

The initial registered agent of this Limited Liability Company is: **Roger L. Shaffer, Jr.**

The initial registered office of this Limited Liability Company is: **2201 Corporate Boulevard, NW, Suite 105, Boca Raton, Florida 33431.**

IN WITNESS WHEREOF, the undersigned Member has executed these ARTICLES OF ORGANIZATION this 29<sup>th</sup> day of May, 1998.

  
Roy G. Warren, Member

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared Roy G. Warren, who is personally known to me to be the person described in, or who produced as identification \_\_\_\_\_, and who executed the foregoing AMENDED AND RESTATED ARTICLES OF ORGANIZATION and who took an oath.

WITNESS my hand and official seal in the county and state last aforesaid this 29<sup>th</sup> day of May, 1998.

  
Notary Public State of Florida  
My Commission Expires:



Kelly L. Mills  
My Commission CC645173  
Expires May 07, 2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -3 AM 11:26

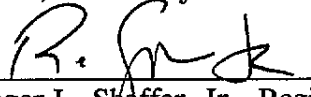
**RESTATED CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING RESTATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **INTERCOASTAL HOLDINGS, L.L.C.**
2. The name and address of the registered agent and office is:

**Roger L. Shaffer, Jr.  
2201 Corporate Boulevard, NW  
Suite 105  
Boca Raton, FL 33431**

*Having been named as registered agent and to accept service of process for the above stated limited liability 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 my position as registered agent.*

  
\_\_\_\_\_  
Roger L. Shaffer, Jr., Registered Agent

5/27/98  
\_\_\_\_\_  
Date