

L98000001545



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 952292 126795A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 4, 1998

ORDER TIME : 11:22 AM

ORDER NO. : 952292-005

CUSTOMER NO: 126795A

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-09/04/98--01031--003
*****52.50 *****52.50

CUSTOMER: Evan R. Marbin, Esq
Evan R. Marbin & Associates,
Penthouse 104
48 East Flagler Street
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: TYLER HOUSE, 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: Janice Vanderslice

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 2:47

L98-1545

RECEIVED
98 SEP -4 PM 12:27
DIVISION OF CORPORATION

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY
TYLER HOUSE, L.L.C

The Articles of Organization of Tyler House, L.L.C., a Florida Limited Liability Company ("Limited Liability Company"), filed with the Department of State on August 21, 1998, document number L98000001545, are hereby amended and restated in their entirety as follows:

ARTICLE I
Name

The name of the Limited Liability Company is: **TYLER HOUSE, L.L.C.**

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is: 2077 N.E. 120th Road, North Miami, Florida 33181.

ARTICLE III
Commencement Date And Duration

The Limited Liability Company will commence on the date these Articles of Organization are filed with the Florida Department of State in accordance with the provisions of Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"). The period of duration for the Limited Liability Company shall be perpetual.

Prepared by: Evan R. Marbin, Esq., FL Bar #314986
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**ARTICLE IV
Management**

The Limited Liability Company is to be managed by one manager and the name and address of such manager who is to serve as manager is S and S Management, L.L.C., a Florida Limited Liability Company and its address is 2077 NE 120th Road, North Miami, Florida 33181.

**ARTICLE V
Admission of Additional Members**

The members shall have the right to admit additional members by unanimous written approval of the admission of the proposed new member by all existing members or their designated representatives.

**ARTICLE VI
Members Rights to Continue Business**

In the event of 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, the remaining members shall have the right to continue business. If all the remaining members consent to continue business, this shall be expressed in writing and a statement reflecting the new proportions of ownership filed with the Department of State within thirty (30) days of the event.

**ARTICLE VII
Registered Agent**

The name and address of the agent for service of process required to be maintained by Section 608.407(d) of the Act is Sean Grosman and his address is 2077 N.E. 120th Road, North Miami, Florida 33181.

IN WITNESS WHEREOF, the undersigned, being a member of this Limited Liability Company, has duly executed these Amended and Restated Articles of Organization, this 2 of

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September, 1998, and affirms under the penalties of perjury that the facts contained in these Amended and Restated Articles are true to the best of his knowledge. These Amended and Restated Articles are being filed in accordance with Section 608.411(5) of the Act.

Member:

S AND S MANAGEMENT, L.L.C.

BY: Sean Grozman
SEAN GROSMAN, Managing Member
of S and S Management, L.L.C., Managing
Member of Tyler House, L.L.C.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Having been named in the Articles of Organization for **Tyler House, L.L.C.** to be the registered agent and to accept service of process at the place designated, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

BY: Sean Grozman
SEAN GROSMAN

Dated: 9/2/98

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**AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTION**

The undersigned member or authorized representative of a member of **Tyler House, L.L.C.** deposes and says:

1. The above named Limited Liability Company has at least one (1) member.
2. The total amount of cash contributed by the members is as follows:

Member: S and S Management, L.L.C., a Florida limited \$100,000.00
 Liability Company
 Bengro (US) Holdings, Inc., a Florida corporation \$200,000.00
3. If any, the agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,000,000.00. This total includes the amounts from 2 and 3 above.

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true to the best of the undersigned knowledge.

Member:

S AND S MANAGEMENT, L.L.C.

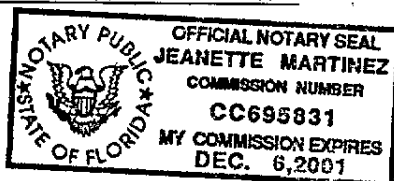
BY: Sean Grozman

SEAN GROSMAN, Managing Member
of S and S Management, L.L.C., Managing
Member of Tyler House, L.L.C.

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STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2 day of September, 1998, by SEAN GROSMAN, who is personally known to me or who has produced as identification and who did (did not) take an oath.



Jeanette Martinez
Name:
NOTARY PUBLIC, State of Florida
Commission No.:

My Commission Expires:

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