L98000002351

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Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****25.00 *****25.00

CORPORATION(S) NAME L98-2351

HEP-2-COL, L.C.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 21 PM 3: 19

( ) Profit ( ) Nonprofit	(x) Amendment	( ) Merger
( ) Foreign	( ) Dissolution/Withdrawal ( ) Reinstatement	( ) Mark
( ) Limited Partnership ( ) LLC	( ) Annual Report ( ) Name Registration ( ) Fictitious Name	( ) Other ( ) Change of RA ( ) UCC
( ) Certified Copy	( ) Photocopies	( ) CUS
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RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
HEP-2-COL, L.C., A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 608.411, Florida Statutes, the undersigned limited liability company, having been previously organized under the laws of the State of Florida by filing Articles of Organization with the Florida Department of State on October 16, 1998 under the name of **HEP-2-COL, L.C.**, and intending to restate, integrate, and to further amend its Articles of Organization upon the assignment to The Prudential Insurance Company of America, a New Jersey corporation ("New Sole Member") from Halvorsen Holdings, Inc., Barry Gomez, and Bruce Gomez (collectively, "Withdrawing Members"), of one hundred percent (100%) of all manager and member interests in and to the Company, has adopted and does hereby submit the following duly executed Amended and Restated Articles of Organization.

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ARTICLE I – NAME

The name of the limited liability company is: **HEP-2-COL, L.C.**

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the limited liability company is:

PAMG-RE Law Department
8 Campus Drive, 4th Floor, Arbor Circle South
Parsippany, New Jersey 07054-4493
Attention: Law Department (Joan N. Hayden, Esq.)

ARTICLE III – REGISTERED AGENT AND OFFICE

The name and the Florida street address of the registered agent for service of process in Florida are:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

IN WITNESS WHEREOF, the undersigned New Sole Member of **HEP-2-COL, L.C.**. has executed these Amended and Restated Articles of Organization as of this 10th of July, 2000.

NEW MEMBER:

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, a New Jersey corporation

By: James L. Street
Name: James L. Street
Title: Vice President

The undersigned Withdrawing Members of the Company have joined in these Articles of Amendment as of July 10, 2000 to confirm their assignment of one hundred percent (100%) of all manager and member interests in and to said Florida limited liability company.

WITHDRAWING MEMBERS:

HALVORSEN HOLDINGS, INC., a Florida corporation

By: ______________________
Name: Jeffrey T. Halvorsen
Title: President

BARRY GOMEZ, a resident of the State of Florida

BRUCE GOMEZ, a resident of the State
of Florida

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.

Connie Bryan
Registered Agent CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Date: July 21, 2000