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DATE: 01-14-02

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-01/15/02--01004--003

*****63.75 *****21.25

NAME: WILSHIRE LAKES DEVELOPMENT, LLC

TYPE OF FILING: AMENDED & RESTATED ARTICLES

COST: *check attached*

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AUTHORIZATION: ABBIE/PAUL HODGE

APPROVED
AND
FILED
02 JAN 14 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FL 32302
1-14-02

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
WILSHIRE LAKES DEVELOPMENT, LLC**

The undersigned, for the purpose of amending and restating the articles of organization under the Florida Limited Liability Company Act, F.S. Chapter 608.407 and 608.411, hereby makes, acknowledges, and files the following Amended and Restated Articles of Organization for Wilshire Development, LLC:

1. The name of the limited liability company is Wilshire Development, LLC (the "Company").
2. The Articles of Organization of the Company were originally filed on November 20, 1998.
3. The mailing address and the street address of the principal office of the Company shall be c/o Hunt, Cook, Riggs, Mehr & Miller, P.A., 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431.
4. The name and street address of the initial registered agent of the Company for service of process in the State of Florida is: HCRM Corp., 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. *J18241*
5. The Company shall initially be managed by its members, however the members reserve the right in their Operating Agreement to require the Company to be manager-managed.
6. The purpose of the Company is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.
7. The effective date of the Amendment and Restated Articles shall be the date of filing.

Executed and subscribed at Boca Raton, Florida on December 19, 2001.

SABLE DEVELOPMENT CORPORATION

By: *Joseph R. Cook*

Joseph R. Cook, President

**Signature of a Member or an authorized
Representative of a Member**

02 JAN 14 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Amended and Restated Articles of Organization of **WILSHIRE LAKES DEVELOPMENT, LLC** were acknowledged before me by Joseph R. Cook, who is personally known to me and who did not take an oath, on this 19 day of December, 2001, on behalf of SABLE DEVELOPMENT CORPORATION.



Elizabeth G. Courant
Notary Public
My commission expires:
Printed Name:

ACCEPTANCE OF REGISTERED AGENT

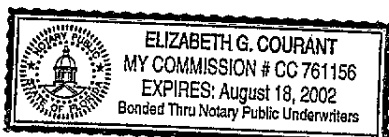
HCRM CORP. hereby accepts the above appointment as registered agent of **WILSHIRE LAKES DEVELOPMENT, LLC** and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: Joseph R. Cook
Joseph R. Cook, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by Joseph R. Cook, as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 19 day of December, 2001 on behalf of the corporation.



Elizabeth G. Courant
Notary Public
My commission expires:
Printed Name:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED