

L980000003287

October 20, 1999

Florida Division of Corporations
PO Box 6327
Tallahassee, FL 32314
Attn: Michelle Hodges

Dear Ms. Hodges:

L98-3287

RE: Radian Enterprises, L.L.C. (original articles filed 12/18/1998)

10/22

I greatly appreciate your help today over the telephone as to how to file an amended and restated article of organization for the above referenced company. As we discussed, I am most concerned about removing the amount of capital contributed from the public records accessed over the internet. Therefore, I would be most appreciative if you could write me a quick note that the information has been removed from the computer and return it to me in the enclosed envelope along with a filed copy of the amended article of organization.

Once again, thank you for your assistance. If needed, I can be reached at (803) 324-2086.

Sincerely,

David B. Pittman
Organizer of Radian Enterprises, L.L.C.

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DIVISION OF CORPORATIONS
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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
RADIAN ENTERPRISES, L.L.C.**

The undersigned person, acting as the organizer of Radian Enterprises, L.L.C. under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I – NAME

The name of this limited liability company is : Radian Enterprises, L.L.C.

ARTICLE II – ADDRESS

The mailing address and street address is 3412 Clark Rd., P.M.B. 116, Sarasota, Florida 34231.

ARTICLE III – COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual. The original articles of organization were filed December 18, 1998.

ARTICLE IV – MANAGEMENT

The business of the company shall be managed by the members in proportion to their contributions to the capital of the company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members, and the names and addresses of the initial members are:

Sandcastle Property Ventures, L.L.C., 3412 Clark Rd., P.M.B. 116, Sarasota, Florida 34231.

ARTICLE V – ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of all then-existing members and upon such terms and conditions as shall be established by agreement of all then-existing members.

ARTICLE VI – MEMBERS RIGHTS TO CONTINUE BUSINESS

The company shall be dissolved upon 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 company; provided, however, that all remaining members may consent to the continuance of the company's business notwithstanding 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 company.

ARTICLE VII – ADDITIONAL CAPITAL CONTRIBUTIONS

In addition to the initial capital contributions as set forth in the attached Affidavit of Membership and Contributions, the members shall make additional capital contributions, from time to time, as required by the company's regulations.

ARTICLE VIII – PURPOSE

The company may transact any and lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

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ARTICLE IX – REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the company is vested exclusively in the members of the company.

ARTICLE X – ORGANIZER

The name and address of the organizer executing these Articles of Organization is:

David B. Pittman
3412 Clark Rd.
P.M.B. 116
Sarasota, FL 34231

ARTICLE XI – AMENDMENT OF ARTICLES OF ORGANIZATION

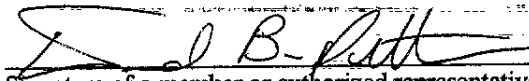
Any amendment to the Articles of Organization shall be approved by all the members and shall be as prescribed by the Secretary of State of the State of Florida.

ARTICLE XII – ADDITIONAL PROVISIONS

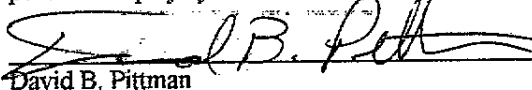
These Articles of Organization specifically incorporate and are supplemented by the company's regulations contained in the Operating Agreement executed by the members. The Operating Agreement further defines the obligations and responsibilities of the members and of the company. The Operating Agreement may be amended upon the approval by a majority of its members.

ARTICLE XIII – REGISTERED AGENT AND OFFICE

The street address of the registered office of the company is 1819 Main Street, Suite 610, Sarasota, FL 34236, and the name of the company's initial registered agent at that address is E. John Lopez.




Signature of a member or authorized representative of a member. (In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated are true.)


David B. Pittman

Sworn to and subscribed before me David B. Pittman, who is personally known to me on October 21, 1999.

STATE OF South Carolina; COUNTY OF York



Signature of Notary Public

Printed name: Wendy Burrell

My commission expires: 4-17-2000