

L99000000320
Gintelstob Enterprises, Inc.

April 27, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

Re: Amended and Restated Articles of Organization of Mel-Rae, L.C.

Dear Sir/Madam:

Enclosed please find Amended and Restated Articles of Organization of Mel-Rae, L.C., a Florida limited liability company, along with our check in the amount of \$25.00. Please file the Amended and Restated Articles of Organization as soon as possible.

Thank you for your prompt attention to this matter. Please contact me immediately at (561) 997-8880 if you have any questions regarding anything contained herein.

Sincerely,

William L. Epstein

William L. Epstein
Vice President of Legal Affairs
General Counsel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WLE/abs
Enclosures

L99-320

Name	<i>W. P. Verity</i>
Address	<i>255</i>
City	<i>OK</i>
State	<i>OK</i>
Zip	<i>OK</i>
Signature	<i>W. P. Verity</i>
Verifier	<i>W. P. Verity</i>
Acknowledgment	<i>W. P. Verity</i>
W. P. Verity	<i>W. P. Verity</i>

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

MEL-RAE, L.C.

These Amended and Restated Articles of Organization of Mel-Rae, L.C. have been duly executed and are being filed in accordance with §608.411(5), Fla.Stat. (1999). The Articles of Organization were originally filed on January 19, 1999.

Article 1 - Name

The name of the limited liability company is Mel-Rae, L.C. (the "Company").

Article 2 - Mailing Address and Street Address

The mailing address and street address of the Company's principal office is 2300 N.W. Corporate Blvd., Suite 222, Boca Raton, FL 33431.

Article 3 - Registered Agent and Office

The name of the initial registered agent of the Company is William L. Epstein. The street address of the initial registered agent of the Company is 2300 N.W. Corporate Blvd., Suite 222, Boca Raton, FL 33431.

Article 4 - Management of the Company

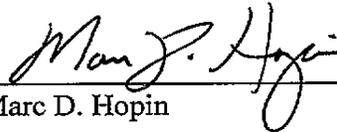
The Company will be managed by managers and a management committee, as further provided in the Company's Regulations.

Article 5 - Regulations

The Members, upon joint agreement, shall have the power to adopt, alter, amend, or repeal Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned, as authorized representative of Herbert Gimelstob, Member, executed these Amended and Restated Articles of Organization this 26th day of April, 2000.

Marc D. Hopin



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority personally appeared William L. Epstein, who is to me well known to be the person described in and who is named as the Registered Agent in the above Amended and Restated Articles of Organization, and he did freely and voluntarily acknowledge before me according to law that he has authorized said Company to name him as its initial Registered Agent for the purposes mentioned and set forth in Article 4. He did further agree to comply with the provisions of §608.415, Fla.Stat. (1999), all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.

William L. Epstein

Print Name: William L. Epstein

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Palm Beach County, Florida, in said County and State this 27 day of April, 2000.



Marilyn Altman

Notary Public, State of Florida

Printed Name: MARILYN ALTMAN

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA