

L99000000321  
Gintelstock 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 Mill Creek at Pooler, L.C.**

Dear Sir/Madam:

Enclosed please find Amended and Restated Articles of Organization of Mill Creek at Pooler, 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 (904) 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

FILED  
00 MAY -1 PM 4:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures

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Name	OK
Availability	OK
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Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

**OF**

**MILL CREEK AT POOLER, L.C.**

These Amended and Restated Articles of Organization of Mill Creek at Pooler, 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 under the name "3925, L.C." on January 19, 1999, and were amended on May 14, 1999 and again herein.

Article 1 - Name

The name of the limited liability company is Mill Creek at Pooler, 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 26<sup>th</sup> 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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00 MAY -1 PM 4:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA