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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
PALM BAY DEVELOPERS, L.L.C.**

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PALM BAY DEVELOPERS, L.L.C.**

Pursuant to the provisions of Section 605.0202, Florida Statutes, PALM BAY DEVELOPERS, L.L.C. (the "**Company**"), a company organized and existing under such section of the Florida Revised Limited Liability Company Act (the "**Act**"), does hereby certify:

I. The Company hereby adopts these Amended and Restated Articles of Organization which accurately restate and integrate the Articles of Organization filed on March 24, 1999 and assigned document number L99000001659, and all amendments thereto that are in effect to date as permitted by the Act.

II. Each amendment made by these Amended and Restated Articles of Organization (the "**Restated Articles**") has been effected in conformity with the provisions of the Act, and the Restated Articles and each amendment thereto was duly approved and adopted by written consent of the members of the Company. The Restated Articles have been duly executed and filed in accordance with the Act.

ARTICLE I. NAME

The name of the limited liability company is PALM BAY DEVELOPERS, L.L.C.

ARTICLE II. ADDRESS

The street address of the principal office of the limited liability company is 820 Morris Turnpike, Short Hills, NJ 07078, and the mailing address of the limited liability company is 1501 Harvard Circle, Melbourne, FL 32905.

ARTICLE III. REGISTERED AGENT AND OFFICE

The street address of the initial registered agent's office of the limited liability company is 1501 Harvard Circle, Melbourne, FL 32905, and the name of the limited liability company's initial registered agent at that address is Mark Hoffman.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.



Registered Agent

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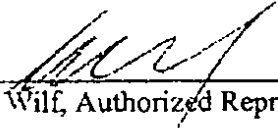
ARTICLE IV. MANAGEMENT OF COMPANY

The conduct and management of this limited liability company, pursuant to specific rules of conduct enumerated in the Operating Agreement of this limited liability company, shall be vested in its Manager(s). The initial Manager shall be Leonard Wilf.

ARTICLE V - INDEMNIFICATION

The limited liability company shall, to the full extent permitted by Section 605.0408 of the Florida Statutes, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article V shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the regulations of the limited liability company, by agreement or otherwise.

I am a member or authorized representative submitting these Amended and Restated Articles of Organization and affirm that the facts stated herein are true. This document is executed in accordance with Section 605.0203(1)(b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.


Leonard Wilf, Authorized Representative

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