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DEAN MEAD ORLANDO

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Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY AMENDMENT

SHADER ROAD, L.L.C.

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
SHADER ROAD, L.L.C.**

The undersigned, desiring to amend and restate its Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Amended and Restated Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is Shader Road, L.L.C. (the "Company").

ARTICLE II - DATE OF FORMATION

The Articles of Organization of the Company were filed with the Florida Department of State on April 21, 1999.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of the Company is:

c/o 2301 Silver Star Road
Orlando, Florida 32804

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The name and Florida street address of the registered agent and office of the Company are:

Bruce E. Williams, Managing Member
2301 Silver Star Road
Orlando, Florida 32804

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ARTICLE V - DURATION

The term of existence of the Company commenced with the filing of the Articles of Organization with the Florida Department of State on April 21, 1999, and shall continue perpetually, unless sooner dissolved pursuant to the Articles of Organization or Operating Agreement of the Company, or by operation of law.

ARTICLE VI - MANAGEMENT

The Company is to be managed by the members, and the name and address of the sole member of the Company are as follows:

Mercy Drive Associates, LLC
2301 Silver Star Road
Orlando, Florida 32804-3393

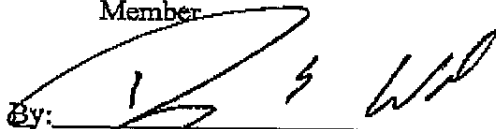
ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company without unanimous consent of all other members, which consent shall be given or withheld in the sole and absolute discretion of the other members.

IN WITNESS WHEREOF, the undersigned sole member of the Company has executed these Amended and Restated Articles of Organization, in accordance with Section 608.411 of the Florida Statutes, this 7th day of July, 2000.

SHADER ROAD, L.L.C.

By: MERCY DRIVE ASSOCIATES, LLC, a
Florida limited liability company and sole
Member

By: 
Bruce E. Williams, Managing Member

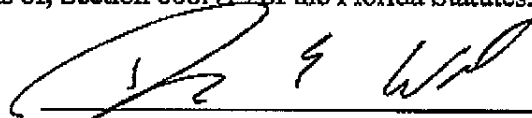
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Statement of Acceptance of Registered Agent

Having been named as registered agent and to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Amended and Restated Articles of Organization, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.



Bruce E. Williams

Date: July 11, 2000

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