

L99000007660

Gimelstob
Enterprises, Inc.

March 20, 2001

MMH

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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L99-7660

**Re: Amended and Restated Articles of Organization of Birchwood/Boynton, LLC
Certificates of Status for Birchwood/Boynton, LLC and BWING, L.C.**

Dear Sir/Madam:


Enclosed please find Amended and Restated Articles of Organization of Birchwood/Boynton, LLC, a Florida limited liability company (L99000007660), along with our check in the amount of \$30.00. This check includes \$25.00 as the cost of filing the Amended and Restated Articles of Organization and \$5.00 for a certificate of status. Please file the Amended and Restated Articles of Organization as soon as possible, and return to me a certificate of status for Birchwood/Boynton, LLC at the address shown below.

Additionally, I have enclosed a check in the amount of \$5.00 for a certificate of status for BWING, L.C., a Florida limited liability company (L98000000234). Please return to me a certificate of status for BWING, L.C. at the address shown below as soon as possible.

For your convenience I have enclosed a self-addressed Federal Express envelope billed to my company's account number. I would greatly appreciate if you would return the two certificates of status I have ordered via Federal Express in the enclosed envelope.

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

Sincerely,


William L. Epstein
Vice President of Legal Affairs
General Counsel

WLE/abs
Enclosures

FILED
01 MAR 21 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

BIRCHWOOD/BOYNTON, LLC

These Amended and Restated Articles of Organization of Birchwood/Boynton, LLC 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 November 12, 1999.

Article 1 - Name

The name of the limited liability company is Birchwood/Boynton, LLC (the "Company").

Article 2 - Mailing Address and Street Address

The mailing address and street address of the Company's principal office is c/o BWING, L.C., 1001 N.W. 62nd Street, Suite 320, Fort Lauderdale, FL 33309.

Article 3 - Registered Agent and Office

The name and street address of the registered agent of the Company is William L. Epstein, c/o Gimelstob Enterprises, Inc., 2300 N.W. Corporate Blvd., Suite 222, Boca Raton, FL 33431.

Article 4 - Management of the Company

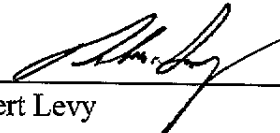
The management of the Company is reserved to the Members, as further provided in the Company's Regulations. The only parties authorized to execute agreements or other documents on behalf of the Company are Robert Levy, whose address is 1690 South Congress Avenue, Suite 200, Delray Beach, FL 33445; Martin S. Sadkin, whose address is 7890 Peters Road, Suite G-105, Plantation, FL 33324; James H. Nobil, whose address is c/o BWING, L.C., 1001 N.W. 62nd Street, Suite 320, Fort Lauderdale, FL 33309; and Herbert Gimelstob, whose address is 2300 N.W. Corporate Blvd., Suite 222, Boca Raton, FL 33431. All agreements or other documents purporting to bind the Company, except for checks, must be signed by at least two of the foregoing persons, the first of whom must be either Robert Levy or Martin S. Sadkin and the second of whom must be either James H. Nobil or Herbert Gimelstob. Checks may be signed by any one of the foregoing persons, but only upon a monthly requisition signed in the manner described above.

Article 5 - Regulations

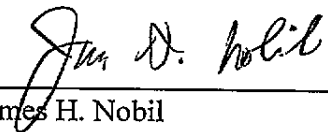
The Members, upon joint agreement, shall have the power to adopt, alter, amend, or repeal Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned members and/or authorized representatives of members of the Company have executed these Amended and Restated Articles of Organization this 19th day of March, 2001.



Robert Levy



James H. Nobil

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 Registered Agent for the purposes mentioned and set forth in Article 3. He did further agree to comply with the provisions of Section 608.415 Florida Statutes (1993), 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.

Will. 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 19th day of March, 2001.

Marilyn Altman

Notary Public, State of Florida

Printed Name: MARILYN ALTMAN

My Commission Expires:

