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JOSHUA D. MANASTER  
BOARD CERTIFIED REAL ESTATE LAWYER

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-12/29/99--01102--008  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

December 28, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

FILED  
DEC 29 PM 3:00  
TALLAHASSEE, FLORIDA

Re: Institutional Leasing, LLC

To whom it may concern:

I am enclosing herewith Amended and Restated Articles together with your fee.

Please file the original and forward the stamped copy to me.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

JOSHUA D. MANASTER

JDM:aa  
Enclosure

L99-9241

Name	OK 1-4
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
FOR INSTITUTIONAL LEASING, L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY  
ORIGINALLY FILED DECEMBER 22, 1999**

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The name of the Limited Liability Company is:

**INSTITUTIONAL LEASING, L.L.C**

The Articles of Organization were filed on December 22, 1999.

The Articles of Organization are Amended and Restated as follows:

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I- Name:**

The name of the Limited Liability Company is:

**INSTITUTIONAL LEASING, L.L.C**

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: 1428 Brickell Avenue, Miami, Florida 33131

**ARTICLE III- Registered Agent, Registered Office  
and Registered Agent's Signature**

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

Joshua D. Manaster, Esquire  
1428 Brickell Avenue, Eighth Floor  
Miami, Florida 33131

*Having been named as registered agent and to accept service of process for the above stated limited liability*

FILED  
DEC 29 PM 5:00  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

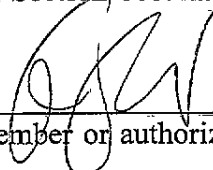
*company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

  
\_\_\_\_\_  
Registered Agent's Signature

#### **ARTICLE IV - Management**

The Limited Liability Company is to be managed by one manager or more managers and is therefore a manager managed company.

**These Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411 Florida Statutes.**

  
\_\_\_\_\_  
Signature of member or authorized representative of member.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JOSHUA D. MANASTER  
\_\_\_\_\_  
Typed or printed name of signee

FILED  
63 DEC 29 PM 5:09  
NOTARY PUBLIC  
FLORIDA