

200512

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FRANK C. GULIN
JUDITH M. BARGER
JOSEPH J. SUMMERILL IV
EDITH MOORE McGEE*
*NOT ADMITTED IN DC

October 22, 2001

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-10/23/01--01071--001
*****25.00 *****25.00

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment, METEC Asset Management, L.C

Dear Sir/Madam:

200512

Enclosed please find two copies of Articles of Amendment to the Articles of Organization of METEC Asset Management, L.C., a limited liability company registered within the State of Florida. Additionally, enclosed please find a check for \$25 that is required for the filing of the Amendment. Kindly file the Articles of Amendment and send me confirmation that these documents have been filed. If you have any questions, do not hesitate to contact me.

Thank you for your attention to this matter.

Very truly yours,

Andrew P. Hallowell
Andrew P. Hallowell

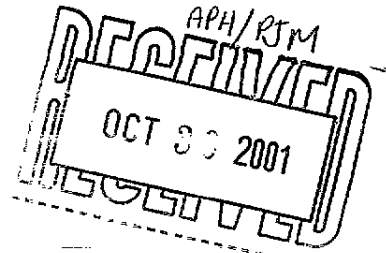
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DIVISION OF CORPORATIONS
01 NOV -6 AM 10:37

Enclosures

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State



October 25, 2001

ANDREW P. HALLOWELL
PILIERO, MAZZA & PARGAMENT, PLLC
888 17TH STREET, N.W., SUITE 1100
WASHINGTON, DC 20006-3317

SUBJECT: METEC ASSET MANAGEMENT, L.C.
Ref. Number: Z00512

We have received your document for METEC ASSET MANAGEMENT, L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please verify the principal place of business, as the new address in the amendment is the same as the currently-listed address (see attached printout).

In section C it appears that you intend to list the two individuals as management, but your text says that the LLC "shall be managed by the manager(s)" but goes on to list "the names and addresses of the members." If you intend for us to list them on our database, please refer to them as managers or as managing members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 101A00058686

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*NOT ADMITTED IN DC

October 31, 2001

VIA U.S. MAIL

Florida Department of State
Division of Corporations
Attn: Mr. Lee Rivers
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV -6 AM 10:37

Re: Articles of Amendment, METEC Asset Management, L.C.,
Reference Number Z00512

Dear Mr. Rivers:

Pursuant to our discussion this afternoon, enclosed please find two returned originals of Articles of Amendment to the Articles of Organization of METEC Asset Management, L.C. ("METEC" or "LLC"), a limited liability company registered within the State of Florida. Additionally, enclosed please find your original letter raising two issues related to these Articles of Amendment. Per our discussion, you asked me to address the issues that we discussed in this letter.

With regards to the primary place of business, the updated address in the Articles of Amendment is the same as the currently listed address in your attached printout. However, this address was not the original principal place of business of the LLC. The Division of Corporations must have obtained the address on the printout from a source other than the Articles of Organization. Accordingly, we are amending the Articles of Organization to reflect Metec's primary place of business.

With regard to Section C, the LLC does intend that the business be managed by a manager or managers. However, Metec wishes to list its updated members in the Articles of Organization to reflect the fact that Mr. Hernandez is a member of the LLC. As stated in Metec's Operating Agreement, Mr. Torano is currently the company's only manager, and he will manage the company pursuant to the Articles of Organization and the Operating Agreement.

Kindly file the Articles of Amendment and send me confirmation that these documents have been filed. If you have any questions, do not hesitate to contact me.

Thank you for your attention to this matter.

PILIERO, MAZZA & PARGAMENT, PLLC

Lee Rivers
October 31, 2001
Page 2

Very truly yours,

A handwritten signature in cursive script, appearing to read "Brian McEntire".

Brian McEntire
Law Clerk

Enclosures

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DIVISION OF CORPORATIONS
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
METEC ASSET MANAGEMENT, L.C.**

FIRST: The date of filing of the Articles of Organization for METEC Asset Management, L.C. ("Company") was January 3, 1992. The Articles were amended effective December 23, 1994.

SECOND: The following amendments to the Articles of Organization have been unanimously agreed to by the members and have been adopted by the Company:

(A) Article I of the Articles of Organization is hereby amended to change the Company's principal place of business, and hereafter shall read as follows:

ARTICLE I -- NAME

The name of the limited liability company shall be METEC ASSET MANAGEMENT, L.C. ("Company"). The principal place of business of the Company in Florida shall be located at 2100 Coral Way, Suite 300, Miami, Florida, 33145.

(B) Articles V, VI, VII and VIII of the Articles of Organization are hereby deleted in their entirety.

(C) Article IX of the Articles of Organization is hereby amended to change the management of the organization and the list of the Company's members, and hereafter shall read as follows:

ARTICLE IX -- MANAGEMENT

The Company shall be managed by the manager(s) in accordance with the Operating Agreement adopted by the members for the management of the business and affairs by the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are as follows:

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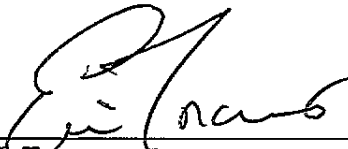
Eric J. Torano
2100 Coral Way
Suite 300
Miami, FL 33145

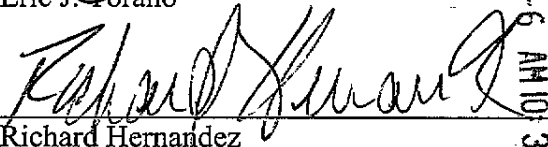
Richard Hernandez
1650 Wilson Blvd.
Suite 501
Arlington, VA 22209

The undersigned, being all the members of the Company, have made and subscribed this Certificate of Amendment to the Articles of Organization at Miami, Florida for the foregoing uses and purposes, effective this 16th day of October, 2001.

MEMBERS:

METEC ASSET MANAGEMENT, L.C.


Eric J. Torano


Richard Hernandez

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