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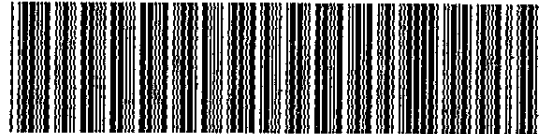
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AJUBITA, LEFTWICH & SALZER

(a limited liability company)

A ALBERT AJUBITA 1,2
BRIAN T LEFTWICH 1,2,3
DOUGLAS L SALZER 1,2
BYRON ANN COOK 3
WANDA L. THERIOT 1
GEORGE R. ADAMS, JR 1

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1 LL. M. IN TAXATION

2 BOARD CERTIFIED
TAX SPECIALIST

3 BOARD CERTIFIED
ESTATE PLANNING
AND ADMINISTRATION
SPECIALIST

December 24, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: KPM, Limited Company
Second Amendment to Articles of Organization


Dear Sir/Madam:

Enclosed for filing is the original Second Amendment to the Articles of Organization of KPM, Limited Company. Please file this Amendment and return the appropriate confirmation to the undersigned.

Our check in the amount of \$25 is enclosed.

If you have any questions, please feel free to contact me at any time.

Very truly yours,


WILLIAM A. NEILSON
Of counsel to the Firm

WAN:pg
Enclosure

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**SECOND AMENDMENT TO THE ARTICLES OF ORGANIZATION
OF
KPM, LIMITED COMPANY**

NAME OF LIMITED LIABILITY COMPANY: KPM, Limited Company

DATE OF FILING OF ARTICLES: March 5, 1992
(Document Z00542)

DATE OF FILING OF AMENDMENT TO ARTICLES: June 14, 1995

EFFECTIVE DATE OF THIS SECOND AMENDMENT: December 5, 2003

AMENDMENT PROVISIONS

Article III shall be deleted and restated to read as follow:

Additional capital contributions must be authorized by unanimous written consent of the members and must be made in the following proportions:

Frank J. D'Amico, Jr.	50%
Rainer R. Wittich	25%
Lester J. Waldmann	3.75%
Lester J. Waldmann, A Professional Law Corporation	21.25%

The total capital contributions of each of the members as of June 14, 1995 are as follows:

Frank J. D'Amico, Jr.	\$672,500
Lester J. Waldmann	\$451,750
Rainer R. Wittich	\$451,750

Article IV is hereby deleted and restated to read as follows:

- (a) The members shall share profits in proportion to their Percentage Interest in the Company, which Percentage Interest in the Company is provided in the Regulations of the Company.

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- (b) Distribution of Profits. The majority vote of the members, as provided in the Regulations of the Company, shall be required to distribute net profits so allocated under the preceding paragraph to the respective members. The members are hereby expressly authorized to provide in the Regulations of the Company for a policy regarding distributions of net profits.
- (c) Losses. All net losses for a given period shall be charged to the members' capital accounts on the anniversary of commencement of business with respect to the immediately preceding annual period on the following basis:

Frank J. D'Amico, Jr.	50%
Rainer R. Wittich	25%
Lester J. Waldmann	3.75%
Lester J. Waldmann, A Professional Law Corporation	21.25%

Article V shall be deleted and restated to read as follows:

All limited liability company powers are hereby vested in the members, who shall manage the affairs of the Company. The majority vote of the members, which voting is provided in the Regulations of the Company, shall legally bind the Company. The members, their addresses, and percentages of ownership are as follows:

Frank J. D'Amico, Jr. 622 Baronne Street New Orleans, LA 70113	50%
Rainer R. Wittich 116 Laitram Lane Harahan, LA 70123	25%
Lester J. Waldmann 301 Huey P. Long Avenue Gretna, Louisiana 70053	3.75%
Lester J. Waldmann, A Professional Law Corporation 301 Huey P. Long Avenue Gretna, Louisiana 70053	21.25%

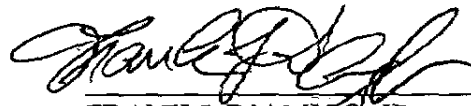
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DIVISION OF CORPORATIONS

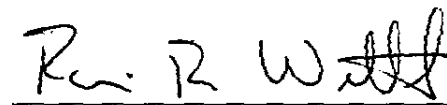
Article VI shall be deleted and restated to read as follows:

This limited liability company shall exist until December 31, 2095, or until the occurrence of an event giving rise to dissolution as provided by law or the Regulations of the Company, to which the members are hereby expressly authorized to provide for events giving rise to dissolution which would not otherwise have such effect. The provision of such additional events giving rise to dissolution may be provided by the ordinary vote of the members, as provided in the Regulations of the Company. The members shall have the power to vote to continue the Company in the event of an occurrence giving rise to dissolution. The members may provide regulations to determine the procedure required to so continue the Company. Such regulations may be provided by the ordinary vote of the members.

EXECUTION:

The undersigned, being all the members of KPM, Limited Company, hereby certify that the foregoing constitutes the manifestation of the members' intent to amend the articles of the organization of the company.


FRANK J. D'AMICO, JR.


RAINER R. WITTICH


LESTER J. WALDMANN

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LESTER J. WALDMANN, A
PROFESSIONAL LAW CORPORATION

By: 
Lester J. Waldmann, President

STATE OF LOUISIANA

PARISH OF ORLEANS

The foregoing instrument was acknowledged before me this 23rd day of December, 2003, by FRANK J. D'AMICO, JR. He is personally known to me/or produced Driver's License as identification and did/did not take an oath.



Notary Public

Name: William A. Nadeau


My Commission Expires: At Death

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ORLEANS

STATE OF LOUISIANA

PARISH OF ORLEANS

The foregoing instrument was acknowledged before me this 22nd day of December, 2003, by RAINER R. WITTICH. He is personally known to me/or produced Driver's License as identification and did/did not take an oath.



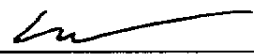
Notary Public
Name: William A. Nelson
My Commission Expires: At Death

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NOTATIONS

STATE OF LOUISIANA

PARISH OF ORLEANS

The foregoing instrument was acknowledged before me this 22nd day of December, 2003, by LESTER J. WALDMANN. He is personally known to me/or produced Drivers License as identification and did/did not take an oath.



Notary Public


Name: William A Nelson

My Commission Expires: AT DEATH

STATE OF LOUISIANA

PARISH OF ORLEANS

The foregoing instrument was acknowledged before me this 22nd day of December, 2003, by LESTER J. WALDMANN, PRESIDENT OF LESTER J. WALDMANN, A PROFESSIONAL LAW CORPORATION. He is personally known to me/or produced Drivers License as identification and did/did not take an oath.



Notary Public

Name: William A Nelson

My Commission Expires: At Death

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