

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

L0000 D003B11

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 7-24-01

REF. #: 0150.17615

CORP. NAME: GROVELAND, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 24 PM 12:50

APPROVED
AND
FILED

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: 300004493803--0

-07/24/01--01064--028
*****55.00 *****55.00

STATE FEES PREPAID WITH CHECK # 15886 FOR \$ 55.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

JB
7-24-01

Examiner's Initials

2001 JUL 24 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION
OF
GROVELAND, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned Company adopts the following Certificate of Amendment to its Articles of Organization:

1. The name of the limited liability company is Groveland, L.L.C., a Florida limited liability company (the "**Company**").
2. The Articles of Organization were filed on April 4, 2000, and assigned document number L00000003811.
3. The Amendments to the Articles of Organization set forth below were adopted by all of the Members of the Company on July 23, 2001.
4. The Company's Articles of Organization are hereby amended as follows:
 - a. Article II of the Company's Articles of Organization is deleted and replaced with the following new Article II, as follows:

The principal place of business and mailing address of the Company shall be:

c/o Jose R. Boschetti
2901 S.W. 8th Street
Suite 204
Miami, Florida 33135

- b. Article III of the Company's Articles of Organization is deleted and replaced with the following new Article III, as follows:

The name and address of the registered agent is:

Ricardo L. Fraga, Esq.
1221 Brickell Avenue, Suite 2100
Miami, Florida, 33131

- c. Article IV of the Company's Articles of Organization is deleted and replaced with the following new Article V, as follows:

The Company is to be managed by: a manager or managers and the name and address of the initial manager is:

Jose R. Boschetti
2901 S.W. 8th Street
Suite 204
Miami, Florida 33135

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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5. Except as hereby amended, the Articles of Organization of the Company shall remain the same.

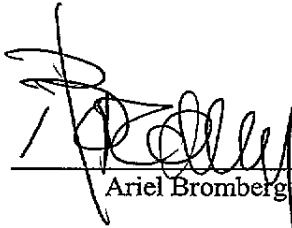
IN WITNESS WHEREOF, the undersigned, consisting of all of the Members of the Company, have executed this Certificate of Amendment as of the 17 day of July, 2001.

SOLE MEMBER:



Jose R. Boschetti

ACKNOWLEDGED BY THE PREVIOUS SOLE MEMBER AND PREVIOUS
MANAGER OF THE COMPANY



Ariel Bromberg

01 JUL 24 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Groveland, L.L.C., a Florida limited liability company
2. The name and the Florida street address of the registered agent are:

Ricardo L. Fraga, Esq.
NAME

Greenberg, Traurig, P.A.
1221 Brickell Avenue, Suite 2100
Florida street address (P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33131
CITY, STATE AND ZIP

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


SIGNATURE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 26 PM 12:50

APPROVED
AND
FILED