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J. STEPHEN CRAWFORD, CHARTERED

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October 26, 2000

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Via Airborne Express

Department of State
Amendments Division/Limited Liability Company
409 East Gaines Street
Tallahassee, Florida 32301

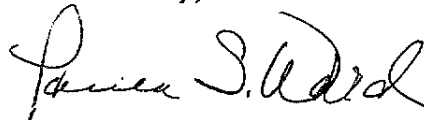
Re: Euro-American Realty Group, LLC

Gentlemen:

Enclosed please find an executed original Certificate of Amendment of the Articles of Organization regarding Euro-American Realty Group, LLC together with a check in the amount of \$25.00.

If there are any questions regarding this filing please call the undersigned. We have enclosed a self-addressed envelope for the return.

Sincerely,



Paula S. Ward
for J. Stephen Crawford

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00 OCT 27 PM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures as noted.

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EURO- AMERICAN REALTY GROUP, LLC
Certificate of Amendment of
Articles of Organization

L-11687

THIS IS TO CERTIFY THAT:

FIRST: This Certificate amends the Articles of Organization (the "Articles") of Euro-American Realty Group, LLC.

SECOND: The Articles of were filed with the Florida Department of State on September 11, 2000.

THIRD: Article VII of the Articles previously provided as follows:

"ARTICLE VII
MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations 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 address of the managing members of the Company are:

Name	Address
James W. Amburn	28000 Spanish Wells Boulevard Bonita Spring, Florida 34135
Weinkauff Vacations and Investments, Inc., a Florida corporation	25161 Pennyroyal Drive Bonita Springs, Florida 34134"

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FOURTH: Article VII of the Articles, as amended, provides as follows:

"ARTICLE VII
MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the

business and affairs of the Company. These regulations 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 address of the members of the Company are:

Name	Address
James W. Amburn	28000 Spanish Wells Boulevard Bonita Spring, Florida 34135
Ursula S. Weinkauff	25161 Pennyroyal Drive Bonita Springs, Florida 34134

Anything herein to the contrary notwithstanding only those members holding a license as a Florida Real Estate Broker may participate in any management decision affecting any business of the Company acting for another, and for a compensation or valuable consideration, directly or indirectly paid or promised, expressly or impliedly, or with an intent to collect or receive any compensation or valuable consideration therefor engages in any of the following activities:

(a) appraises, auctions, sells, exchanges, buys, rents, or offers, attempts or agrees to appraise, auction, or negotiate the sale, exchange, purchase, or rental of business enterprises or business opportunities or any real property or any interest in or concerning the same, including mineral rights or leases;

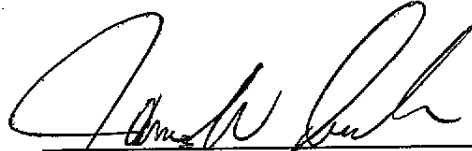
(b) advertises or holds out to the public by any oral or printed solicitation or representation that the Company is engaged in the business of appraising, auctioning, buying, selling, exchanging, leasing, or renting business enterprises or business opportunities or real property of others or interests therein, including mineral rights;

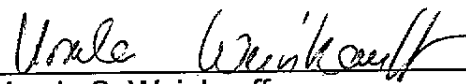
(c) takes any part in the procuring of sellers, purchasers, lessors, or lessees of business enterprises or business opportunities or the real property of another, or leases, or interest therein, including mineral rights; or

(d) directs or assists in the procuring of prospects or in the negotiation or closing of any transaction which does, or is calculated to, result in a sale, exchange, or leasing thereof, and who receives, expects, or is promised any compensation or valuable consideration, directly or indirectly therefor; and all persons who advertise rental property information or lists."

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IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed in accordance with Section 608.411 F.S., this 26th day of October, 2000.


James W. Amburn


Ursula S. Weinkauff

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00 OCT 27 PM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA