

**L00000 013819**

**CARLOS & WILLIARD, P.A.**  
999 Ponce de Leon Blvd.  
Suite 1000  
Coral Gables FL 33134

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

200005934572--6  
-06/24/02--01077--007  
\*\*\*\*168.75 \*\*\*\*\*33.75

- 1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JUN 24 AM 10:28  
FILED

Examiner's Initials

6/25/02

**Amended Articles of Organization dated February 5, 2002  
Tract 38 Development, LLC**

Unanimous consent of members to amend Articles of Organization

The undersigned, being all the members of Tract 38 Development LLC, a Florida limited liability company (the "Company"), hereby consent to the following amendment to the Articles of Organization of the Company:

The Articles of Organization of the Company are deleted in their entirety, and the provisions of the Articles of Organization are Amended and restated and the following provisions are inserted in lieu thereof;

Article One – Name (restated)

The name of the Limited Liability Company is:

Tract 38 Development, LLC

Article Two – Duration (amended)

The term of the Limited Liability Company shall commence on the filing of the Articles of Organization of the Limited Liability Company, and the Limited Liability Company shall have perpetual existence until it is dissolved and its affairs wound up in accordance with the Operating Agreement and the Act. This Company shall be dissolved upon the occurrence of any event which terminates the membership of any Member as a matter of law, unless the remaining members (other than the member who caused the withdrawal event) unanimously consent to the continued existence of this Company within ninety (90) days after the date of occurrence of such event. This Company shall be dissolved by a majority vote of Member's Percentage of Interest.

Article Three – Power and Purposes (restated)

The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

Article Four - Registered Agent (restated)

The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 999 Ponce de Leon Blvd., Suite 1000, Coral Gables, Florida 33134, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Thomas P. Carlos.

Article Five – Address (restated)

The mailing address and principal office of the Limited Liability Company is 999 Ponce de Leon Blvd., Suite 1000, Coral Gables, Florida 33134.

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Article Six – Management and Powers (amended)

The business of this Company shall be managed under the direction of one or more managers. All powers of this Company shall be exercised only by/or under the authority of such Managers, except as otherwise provided by law, these Articles of Organization, the Regulations or Operating Agreement of this Company. The following is a list of the names and addresses of each individual who shall serve as a manager, at the pleasure of the members.

Thomas P. Carlos  
999 Ponce de Leon Blvd., Suite 1000  
Coral Gables, Florida 33134

Peter T. Carlos  
999 Ponce de Leon Blvd., Suite 1000  
Coral Gables, Florida 33134

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Article Seven – Conversion/Capital Contribution (restated)

The Limited Liability Company is being created for purposes of converting an existing general partnership to a Limited Liability Company pursuant to F.S. 608-439 and therefore, all of the assets and liabilities of said partnership shall be treated as the assets and liabilities of the Limited Liability Company. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

Article Eight – Limitation on Agency Authority of Members (restated)

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Limited Liability Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Limited Liability Company solely by virtue of being a Member.

Article Nine – Member's Rights to Continue Business (deleted)

Article Nine – Members' Rights to Continue Business of the Company is deleted in its entirety.

Article Ten – Additional Contributions (restated)

Additional contributions may be made at such time and in such amounts as may hereafter may be agreed by the majority vote of the Members. No additional capital contribution by the Members at this time.

Article Eleven – Additional Members (amended)

The Members shall be entitled to admit new Members by unanimous consent. The Members shall unanimously determine the contributions of capital required of the new Members at the time of admission.

Article Twelve – Certificate of Membership (restated)



The membership interest of the Members are evidenced by Certificates of Membership.

Article Thirteen – Limited Liability (restated)

None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company except to the extent called for by F.S. 608.439.



IN WITNESS WHEREOF, this Article of Amendment has been duly executed and is being filed in accordance with Section 608.411 F.S. This 5th day of February 2002.

Signed, sealed & delivered  
in the presence of:

  
\_\_\_\_\_  
  
\_\_\_\_\_



Thomas P. Carlos, President  
Carlos Properties Inc.; General Partner  
Carlos Properties Ltd., Member

  
\_\_\_\_\_  
  
\_\_\_\_\_



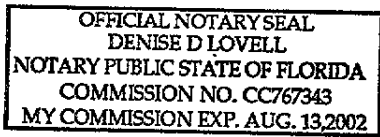
Peter T. Carlos, Member

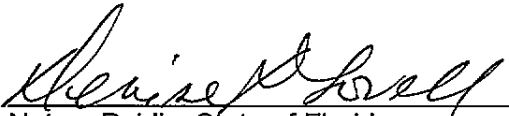
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TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on the 5th day of February, 2002, by Thomas P. Carlos, and Peter T. Carlos who are both personally known to me.





Notary Public, State of Florida  
at large

My Commission Expires:

Aug. 13, 2002