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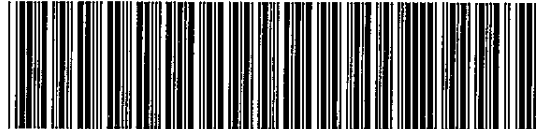
(Business Entity Name)

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 096161 81528A

AUTHORIZATION :

COST LIMIT : \$ 25.00

Patricia Pigitt

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TALLAHASSEE, FLORIDA

ORDER DATE : December 20, 2004

ORDER TIME : 3:22 PM

ORDER NO. : 096161-005

CUSTOMER NO: 81528A

CUSTOMER: Ms. Stacy L. Oswald
Kenneth F. Oswald, Esq
Suite 110
600 Courtland Street
Orlando, FL 32804

DOMESTIC AMENDMENT FILING

NAME: FLORIDA WATERFRONT ESTATES,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER'S INITIALS: _____

THIS DOCUMENT WAS PREPARED BY:

Kenneth F. Oswald, Esquire
600 Courtland St., Suite 110
Orlando, FL 32804

SECOND AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
FLORIDA WATERFRONT ESTATES, L.L.C.,
a Florida limited liability company

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The date of filing of the Articles of Organization was April 25, 2002, and as amended on August 10, 2004.

SECOND: The following Amendment to the Articles of Organization was adopted by the Company:

ARTICLE FIVE MANAGEMENT is hereby deleted in its entirety and replaced with the following:

ARTICLE FIVE
MANAGEMENT

The Company will be managed by one or more managers and, therefore, is to be a manager-managed company. The name and address of the Managers of the Company are:


**Mark A. Wallschlaeger, Trustee of the
Mark Wallschlaeger Revocable Trust
Agreement, dated March 9, 2002
1140 Pelican Bay Drive
Daytona Beach, Florida 32119**


**Mark A. Wallschlaeger, Successor Trustee
of the Judith Wallschlaeger Revocable Trust
Agreement, dated March 9, 2002
1140 Pelican Bay Drive
Daytona Beach, Florida 32119**

**Gunnar Wallschlaeger
1140 Pelican Bay Drive
Daytona Beach, Florida 32119**

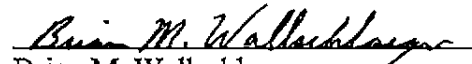
IN WITNESS WHEREOF, the undersigned Members do hereby make and file this Second Amendment to the Articles of Organization of Florida Waterfront Estates, L.L.C.

declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets its hand and seal this 14th day of December, 2004.

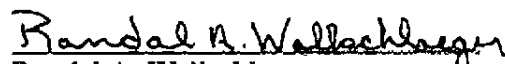

Mark A. Wallschlaeger, Trustee of the
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Steven M. Wallschlaeger


Brian M. Wallschlaeger


Kevin S. Wallschlaeger


Randal A. Wallschlaeger