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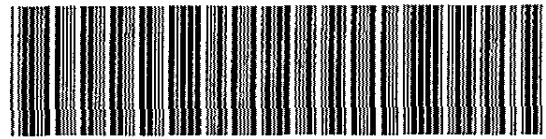
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SECRETARY OF STATE
TALLMADGE

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: R & T 939 Arlington, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

William Wiener
(Name of Person)

(Firm/Company)

8286 Western Way Circle Suite C-2
(Address)

Jacksonville, FL 32256
(City/State and Zip Code)

For further information concerning this matter, please call:

William Wiener at (904) 732-9494
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

SECRETARY
TALLHASSEE
2004 DEC 27 10 38 26
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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

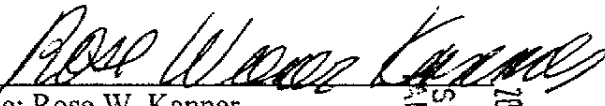
MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327 Tallahassee,
Florida 32314

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
R & T 939 ARLINGTON, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

- FIRST: The date of filing of the articles of organization was December 29, 2003.
- SECOND: The amended and restated articles of organization of the limited liability company in the form attached hereto as Exhibit A were duly adopted by the limited liability company.
- THIRD: The amended and restated articles of organization of the limited liability company shall become effective upon the filing of these articles of amendment with the Secretary of State of the State of Florida.

Dated: November 22, 2004. R & T 939 Arlington, LLC

By: 
Name: William Wiener
Title: Authorized Representative

By: 
Name: Rose W. Kanner
Title: Authorized Representative

SECRETARY OF STATE
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TALLAHASSEE, FL

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EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
R & T 939 ARLINGTON, LLC**

These Amended and Restated Articles of Organization are submitted in accordance with the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act"). Although these Amended and Restated Articles of Organization are being filed effective as of the date of filing herewith the Secretary of State of the State of Florida, these Amended and Restated Articles of Organization are intended to reflect the intent of the members on the date of filing of the original Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is: R & T 939 Arlington, LLC.

**ARTICLE II
ADDRESSES**

The mailing and street address of the Company is 8286 Western Way Circle, Suite C-2, Jacksonville, Florida 32256.

**ARTICLE III
REGISTERED AGENT**

The name and street address of the initial registered agent of the Company are William Wiener, 8286 Western Way Circle, Suite C-2, Jacksonville, Florida 32256.

**ARTICLE IV
MEMBERS**

The initial members of the Company and their percentage interests in the Company are: (a) ROSE WIENER KANNER (formerly known as ROSE WIENER SAFER), fifty percent (50%); (b) Toby Property, Ltd., a Florida limited partnership, fifty percent (50%). The members of the Company may transfer their membership interests in the Company only in accordance with and subject to the terms, conditions and restrictions of the operating agreement of the Company adopted by the members.

SECRETARY
TALLAHASSEE
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ARTICLE V
MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The manager shall manage the Company in accordance with the terms and conditions of the operating agreement of the Company.

ARTICLE VI
LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.