

L05000112721

Florida Department of State
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TALLAHASSEE, FLORIDA

To:
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Fax Number : (850) 205-0383

From:
Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

JAG PALM BEACH REPLACEMENT, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$60.00

NOV 28 2005

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

OF

JAG PALM BEACH REPLACEMENT, LLC

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TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to Section 608.411, Florida Statutes, the limited liability company hereinafter named (the "Company"), does hereby amend and restate its Articles of Organization.

1. The name of the Company is JAG Palm Beach Replacement, LLC
2. The Articles of Organization were filed on November 22, 2005, and assigned document number L05000112721.
3. The text of the Amended and Restated Articles of Organization of the Company, as amended hereby, is annexed hereto and made a part hereof.

Executed on November 22, 2005

JAG PALM BEACH REPLACEMENT, LLC

BY: Koller Land Division LLC,
a Delaware limited liability company,
Sole Member

BY: 
Michael Clarke, Manager

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
JAG PALM BEACH REPLACEMENT, LLC

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DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is: JAG Palm Beach Replacement, LLC

ARTICLE II -- Address:

The street address of the principal office and the mailing address of the Limited Liability Company is:

1601 Forum Place, Suite 805
West Palm Beach, Florida 33401

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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, Corporation Service Company hereby accepts the appointment as registered agent and agrees to act in this capacity. Corporation Service Company further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Corporation Service Company is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

CORPORATION SERVICE COMPANY

BY: Cynthia L. Harris
Name: Cynthia L. Harris
Title: as its agent

ARTICLE IV - Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member are as follows:

<u>Title</u>	<u>Name and Address</u>
Manager	Michael Clarke 1601 Forum Place, Suite 805 West Palm Beach, Florida 33401

REQUIRED SIGNATURE:

KOLTER LAND DIVISION LLC,
a Delaware limited liability company,
Sole Member

BY: 
Michael Clarke, Manager

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA