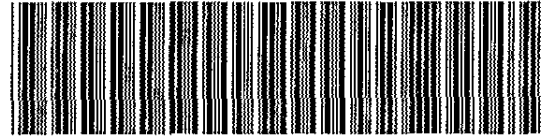


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**CERTIFICATE OF AMENDMENT
OF ARTICLES OF ORGANIZATION
SAUNDERS REAL ESTATE, L.L.C.**

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03 JAN 14 PM 2:
DEPARTMENT OF STATE
TALLAHASSEE, FLOR

THIS IS TO CERTIFY THAT:

FIRST: This certificate amends the Articles of Organization (the "Articles") of SAUNDERS REAL ESTATE, L.L.C.

SECOND: The Articles were filed with the Florida Department of State on February 25, 1999.

THIRD: Article SIXTH of the Articles, as previously provided as follows:

The initial members of the Company and their contribution to the capital of the company shall be:

Dean Saunders	\$1,000.00
1023 Brighton Way	
Lakeland, Florida 33813	

Article SIXTH of the Articles, as amended, provides as follows:

The members of the Company and their contribution to the capital of the company shall be:

Dean Saunders	\$1,000.00
1023 Brighton Way	
Lakeland, Florida 33813	

John Langford	\$1.00
100 Packing House Road	
Alturas, Florida 33820	

FOURTH: Article SEVENTH of the Articles, as previously provided as follows:

No additional contributions of cash or property are required to be made to the Company, except as the members may otherwise unanimously agree upon as provided in the Regulations of the Company to be hereafter adopted by the Members of the Company (the "Regulations").

Article SEVENTH of the Articles, as amended provides as follows:

No additional contributions of cash or property are required to be made to the Company, except as the members may otherwise unanimously agree upon as provided in the regulations of the Company to be hereafter adopted by the Members of the Company (the "Operating Agreement").

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TALLAHASSEE, FLORIDA

FIFTH: Article EIGHTH of the Articles, as previously provided as follows:

The Member may admit to the Company additional Member(s) to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by the Member(s). Admission of any such Additional Member(s) requires the written consent of the Member(s). Any Additional Members are allocated gain, loss, income or expense by the method provided in the Regulations, and if no method is specified, then as may permitted by Section 706(d) of the Code.

Article EIGHTH of the Articles, as amended provides as follows:

Dean Saunders may admit to the Company additional Member(s) to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by Dean Saunders. Admission of any such Additional Member(s) requires the written consent of Dean Saunders. Any Additional Members are allocated gain, loss, income or expense by the method provided in the Operating Agreement, and if no method is specified, then as may permitted by Section 706(d) of the Code.

SIXTH: Article NINTH of the Articles, as previously provided as follows:

Any rights of the remaining members to continue the business of the company upon the death, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company shall be set forth in the regulations.

Article NINTH of the Articles, as amended, provides as follows:

Any rights of the remaining members to continue the business of the company upon the death, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company shall be set forth in the Operating Agreement.

SEVENTH: Article ELEVENTH of the Articles, as previously provided as follows:

ARTICLE XI - REGULATIONS

The Members of the Company shall hereafter adopt the Regulations setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Regulations shall be vested in the Members of the Company by unanimous written consent.

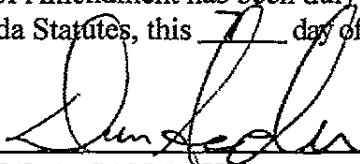
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LANASSUE, FLOR

Article ELEVENTH of the Articles, as amended, provides as follows:

ARTICLE XI - OPERATING AGREEMENT

The Members of the Company have adopted the Operating Agreement setting forth all the terms, provisions, conditions and covenants by which the Company is governed. The power to adopt, alter, amend or repeal the Operating Agreement shall be solely vested in Dean Saunders.


IN WITNESS WHEREOF, THIS Certificate of Amendment has been duly executed and is being filed in accordance with Section 608.411 Florida Statutes, this 7 day of November 2002.


DEAN SAUNDERS

STATE OF FLORIDA)
COUNTY OF POLK)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DEAN SAUNDERS, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal this 7 day of November 2002, at Lakeland, Polk County, Florida.


Notary Public
State of Florida at Large
My Commission Expires: 8/19/05

(NOTARIAL SEAL)



Anne N. Hough
Commission # DD 051356
Expires Aug. 19, 2005
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