

L99000002884

GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER P.A.

JOHN R. GOULD (1921-1988)
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OF COUNSEL
SAMUEL A. BLOCK

* Fl board certified
civil trial and
business litigation

‡ board certified
estates and trusts

3/4 amended & restated name change

March 1, 2002

MMJH

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/04/02--01072--011
*****30.00 *****30.00

RE: *Vero Beach Polo, L.L.C.*
n/k/a The Polo Grounds, L.L.C.)
Document Number L99000002884

Dear Sir/Madam:

Enclosed please find the following documents for filing:

1. Original and one copy of the Amended and Restated Articles of Organization for Vero Beach Polo, L.L.C., (now to be known as The Polo Grounds, L.L.C.) a Florida limited liability company. Please return one certified copy to me. I have enclosed a return envelope for your convenience in that regard.
2. This firm's check in the amount of \$30.00, representing the \$25.00 filing fee and \$5.00 for a certificate of status.

Thank you and please call me if you have any questions.

Sincerely,

Marsha P. Wikfors
Marsha P. Wikfors

FILED
02 MAR -4 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MPW:pm
Enclosures

SIGNED IN HER ABSENCE
TO AVOID DELAY

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

WITNESSETH

WHEREAS, Articles of Organization were filed on May 19, 1999, under the name **VERO BEACH POLO, L.L.C.** (Document Number L99000002884); and

WHEREAS, the Members have elected to change the name of the limited liability company to **THE POLO GROUNDS, L.L.C.**

NOW, THEREFORE, the undersigned Manager of **THE POLO GROUNDS, L.L.C.** hereby duly executes and files these Amended and Restated Articles of Organization, in accordance with Section 608.411 of the Florida Statutes, as follows:

ARTICLE I -- NAME

The name of the Limited Liability Company is **THE POLO GROUNDS, L.L.C.**

ARTICLE II -- ADDRESS

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

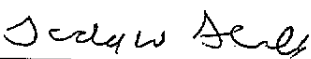
6050 5TH Street, S.W.
Vero Beach, FL 32962

**ARTICLE III -- REGISTERED AGENT, REGISTERED OFFICE,
AND REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the Registered Agent are:

Todd W. Fennell
979 Beachland Blvd.
Vero Beach, FL 32963

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 Article of these Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 608 of the Florida Statutes.



Todd W. Fennell, Registered Agent

FILED
02 MAR -4 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV -- MANAGEMENT

The Limited Liability Company shall be managed by one or more Managers and is, therefore, a manager-managed company.

The Managers shall be elected annually in the manner prescribed in the Operating Agreement for this Limited Liability Company.

ARTICLE V -- GOVERNED BY OPERATING AGREEMENT

The Company shall be governed by and operated pursuant to the terms and conditions of a written Operating Agreement.

ARTICLE VI -- EFFECTIVE DATE

These Amended and Restated Articles of Organization shall be effective upon the date of filing.

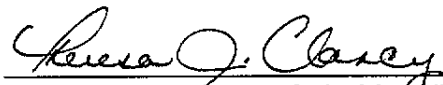
IN WITNESS WHEREOF, the undersigned Manager has affixed her signature this 9th day of January, 2002.


SANDRA R. KAHLE, Manager

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared SANDRA R. KAHLE, to me known to be the individual described in and who executed the foregoing Articles of Organization and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed by hand and official seal at Vero Beach, said County and State aforesaid, this 9th day of January, 2002.


Notary Public, State of Florida at Large.
My commission expires:



Theresa J. Clancy
Commission # CC 973048
Expires Oct. 5, 2004
Bonded Thru
Atlantic Bonding Co., Inc.