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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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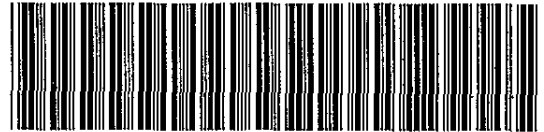
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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**DEBOEST, STOCKMAN, DECKER,
BROUGHTON & HAGAN, P.A.**

Attorneys at Law

Terry V. Broughton
Richard D. DeBoest, II
James G. Decker
Samuel J. Hagan, IV
William E. Stockman

1415 Hendry Street
Fort Myers, FL 33901
P.O. Box 1470
Fort Myers, FL 33902
Telephone: (239) 334-1381
Facsimile: (239) 334-0266

December 14, 2005

VIA REGULAR MAIL

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

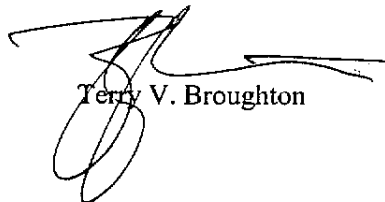
Re: 41 AND ALICO, LLC

Dear Sir/Madam:

I enclose an Amendment to Articles of Organization along with check for the filing fee of \$25.00. Please file the Articles and return the recorded document to me.

Please call me if you have any questions.

Sincerely,



Terry V. Broughton

TVB/nlt

Enclosure

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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
41 AND ALICO, LLC,
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was September 28, 2005, 2:35 P.M.

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

The names, addresses and interest of the members ab initio, are :

Frank R. D'Alessandro 7800 University Pointe Drive, Suite 100 Fort Myers, FL 33907	10%
Vision Quest Holdings, LLC, an Anguilla limited liability company c/o First Anguilla Trust, Limited Mitchell House, P.O. Box 174, The Valley Anguilla, British West Indies	20%
Bruce Frankel 2000 Main Street, Suite 501 Fort Myers, FL 33901	20%
Oculus Atlantic Holdings, LLC an Anguilla limited liability company Mitchell House, P.O. Box 174, The Valley Anguilla, British West Indies	20%
Michael J. Haiken Trustee of the Michael J. Haiken Revocable Trust, under agreement Dated August 4 th , 1995 6017 Cocos Drive, Fort Myers, FL 33908	20%
Tom Woodyard 7800 University Pointe Drive, Suite 100 Fort Myers, FL 33907	10%

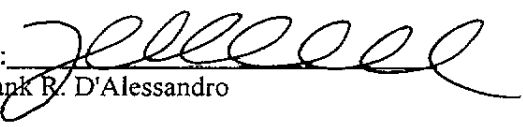
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

This amendment may be executed in multiple counterparts.

ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
41 AND ALICO, LLC,
a Florida limited liability company

This amendment may be executed in multiple counterparts.

Dated: 11-22-05

By: 
Frank R. D'Alessandro

By: _____
Alex Eaton, Individually and as
Manager of Vision Quest Holdings, LLC,
an Anguilla limited liability company

By: _____
Bruce Frankel

By: _____
Jonathan Frantz, as
Manager of Oculus Atlantic Holdings, LLC
An Anguilla limited liability company

By: _____
Michael J. Haiken, Trustee of the
Michael J. Haiken Revocable Trust,
under agreement Dated August 4th, 1995

By: 
Tom Woodyard

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TALLAHASSEE FLORIDA

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41 AND ALICO, LLC,
a Florida limited liability company

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Dated: _____

By: _____
Frank R. D'Alessandro

By:  _____
Alex Eaton, Individually and as
Manager of Vision Quest Holdings, LLC,
an Anguilla limited liability company

By: _____
Bruce Frankel

By: _____
Jonathan Frantz, as
Manager of Oculus Atlantic Holdings, LLC
An Anguilla limited liability company

By: _____
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By: _____
Tom Woodyard

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TALLAHASSEE, FLORIDA

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Bruce Frankel

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TALLAHASSEE, FLORIDA

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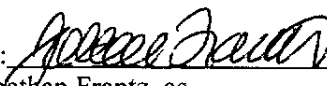
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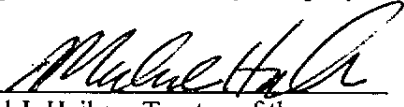
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