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WALKER AND TUDHOPE, P.A.
235 Maitland Avenue South, Suite 216
Maitland, Florida 32751

OFF: (407) 644-6535
FAX: (407) 644-8369

February 5, 2001

C-400

MJH

Via UPS Overnight Delivery

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*****25.00 *****25.00

Florida Department of State
Attention: LC Registration
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Corporate Filing for Central Florida Development Partners, LC

To Whom It May Concern:

Enclosed, please find the original and one copy of Articles of Amendment for: Central Florida Development Partners, LC, to be filed with the Florida Department of State, along with a check in the amount of \$25.00 for the filing fee. I have also enclosed a self-addressed, stamped envelope for the return of the stamped copy.

Should you have any questions, please advise.

Very truly yours,



Berry J. Walker, Jr.
Walker & Tudhope, P.A.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT FOR:
CENTRAL FLORIDA DEVELOPMENT PARTNERS, LC
a Florida limited liability company

The following provisions of the Articles of Organization of CENTRAL FLORIDA DEVELOPMENT PARTNERS, LC, a Florida limited liability company, filed with the Florida Secretary of State on April 4, 2000, Document Number L00000004100 be and they hereby are amended in the following particulars:

1. Article III, be and is hereby deleted in its entirety and the following Amended Article III is substituted in place thereof:

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS FOR THE COMPANY

The mailing address and the street address of the principal office of the limited liability company shall be:

235 South Maitland Avenue, Suite 216
Maitland, Florida 32751

2. Article VII, be and is hereby deleted in its entirety and the following Amended Article VII is substituted in place thereof:

ARTICLE VII
RIGHT TO CONTINUE BUSINESS OF THE LIMITED LIABILITY
COMPANY UPON THE DEATH, RETIREMENT, RESIGNATION,
EXPULSION, BANKRUPTCY OR DISSOLUTION OF A MEMBER OR THE
OCCURRENCE OF ANY OTHER EVENT WHICH TERMINATED THE
CONTINUED MEMBERSHIP OF A MEMBER IN THE LIMITED LIABILITY
COMPANY

1. Right of Substitution. The right of a Member to substitute an assignee as contributor in his or her place, and the terms and conditions of the substitution are as follows:

a. A fully executed and acknowledged written instrument of assignment must be filed with the Members setting forth the intention of the assignor that the assignee become a Member in his or her place;

b. The assignor and the assignee must execute and acknowledge such other instruments as the Members may deem necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of the Articles of Organization and a written opinion of counsel that the assignment does not violate any provision of federal, state or local law, ordinance, rule or code section, or any provision of the Articles of Organization;

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c. A reasonable transfer fee shall have been paid to the limited liability company; and

d. The written consent of a majority of the Members to the substitution must be obtained, the denial of which is in the reasonable discretion of the Members.

2. Admission of Additional Members. The Members of this limited liability company have the right to admit additional Members in their sole discretion, upon the majority consent of the Members.

3. Termination of Membership of a Member. The membership of a Member in this limited liability company may only be terminated upon the occurrence of any of the following events: death, retirement, resignation, expulsion by unanimous consent of the remaining Members of the limited liability company, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member of this limited liability company. Upon the termination of a Member's membership in this limited liability company, the Organization shall, within 120 days following such termination, pay the fair market value of the terminated Member's interest in the limited liability company, to the Member, the Member's successors, heirs and/or assigns, as the case may be.

4. Right to Continue Business. All of the remaining Members of this limited liability company may elect to continue the business of this limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member of this limited liability company, upon the vote of a majority of the remaining Members of this limited liability company.

3. Article VIII, be and is hereby deleted in its entirety and the following Amended Article VIII is substituted in place thereof:

COUNT VIII - MANAGEMENT OF THE ORGANIZATION

This limited liability company shall be managed by the Managers, whose names and addresses are:

MANAGERS

Name	Address
Deborah Hagen	1335 Myrtle Drive Longwood, FL 32750
Berry J. Walker, Jr.	235 Maitland Avenue South, Suite 216 Maitland, Florida 32751

The Managers shall serve as the managers of the limited liability company until the first annual meeting of the members or until their successors are elected and qualify.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this _____ day of _____, 2000.

CENTRAL FLORIDA DEVELOPMENT PARTNERS, LC
a Florida limited liability company:

By: [Signature]
Berry J. Walker, Jr., Manager

By: [Signature]
Deborah Hagen, Manager

STATE OF FLORIDA
COUNTY OF Orange

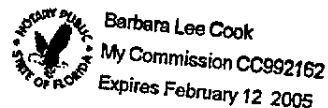
Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 5th day of February, 2001, by Berry J. Walker, Jr. as the Manager of CENTRAL FLORIDA DEVELOPMENT PARTNERS, LC, a Florida limited liability company, who did take an oath.

Check One:

☒ He/she is personally known to me; or
☐ He/she has produced _____ as identification.

Barbara Lee Cook
NOTARY PUBLIC

BARBARA LEE COOK
(typed-printed or stamped name of Notary)
My Commission Expires:



STATE OF FLORIDA
COUNTY OF Orange

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 5th day of February, 2001 by Deborah Hagen, as the Manager of CENTRAL FLORIDA DEVELOPMENT PARTNERS, LC, a Florida limited liability company, who did take an oath.

Check One:

☒ He/she is personally known to me; or
☐ He/she has produced _____ as identification.

Barbara Lee Cook
NOTARY PUBLIC

BARBARA LEE COOK

(typed-printed or stamped name of Notary)
My Commission Expires:

