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J. BRYAN SEP 27 2004

**GENE R. SOLOMON**

*Certified Public Accountant*

1342 Colonial Boulevard  
Suite 11  
Fort Myers, Florida 33907  
Telephone: (239) 939-5303  
Fax: (239) 939-1398  
E-mail: grsolo@earthlink.net

September, 2004

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

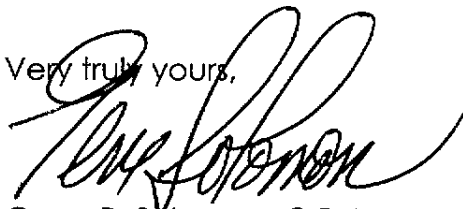
Dear Sir or Madam:

Enclosed please find the following documents to be recorded by the Florida Division of Corporations:

1. Amended Articles of Organization for **Goldberg, Racila, D'Alessandro & Noone, LLC**, formerly Goldberg, Racila, Sico & Noone, LLC;
2. Check enclosed for \$155.00 to cover the filing fee, registered agent fee and certified copy fee.
3. Copy of the Amended Articles of Organization to be certified and returned to my office.

If you have any questions on the enclosed, please contact me.

Very truly yours,



Gene R. Solomon, C.P.A.

GRS:kmz  
Enclosures  
Cc: Scott Goldberg

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
GOLDBERG, RACILA, SICO & NOONE, L.L.C.**

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**First:** The Articles of Organization were filed on May 8, 2000 and assigned document number L00000005426.

**Second:** The following amendment(s) to the Articles of Organization were adopted by the limited liability company:

The undersigned, for the purpose of forming and amending a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Amended Articles of Organization:

**ARTICLE 1. NAME**

The name of the limited liability company shall be **GOLDBERG, RACILA, D'ALESSANDRO & NOONE, L.L.C.** ("Company").

**ARTICLE II. ADDRESS**

The mailing address and street address of the principal office of the Company shall be P.O. Box 190, Fort Myers, Florida 33902.

**ARTICLE III. DURATION**

The Company shall continue its existence on the date these amended articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV. REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is Scot D. Goldberg, 1818 Piccadilly Circle, Cape Coral, Florida 33991.

**ARTICLE V. CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

There shall be two classes of members as follows:

**CLASS A MEMBERS:**

**Class A Members shall be entitled to Ninety-Nine (99.0%) percent of all profits and losses of the Company and shall be entitled to Ninety-Nine (99.0%) of all voting rights.**

**CLASS B MEMBERS:**

**Class B Members shall be entitled to One (1.0%) percent of all profits and losses of the Company and shall be entitled to One (1.0%) of all voting rights.**

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#### ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member of each class of members shall make additional capital contributions to the Company only on the unanimous consent of all the Class A Members.

#### ARTICLE VII. ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the CLASS A Members of the Company and on such terms and conditions as shall be determined by all the Class A Members. A member may transfer his or her interest in the Company only as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other Class A Members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent of the Class A Members.

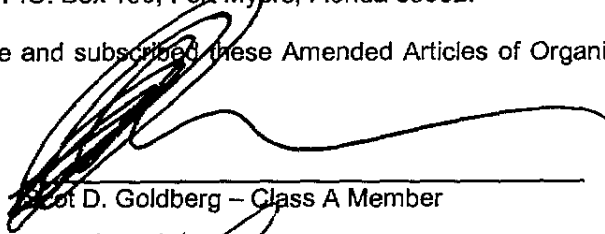
#### ARTICLE VIII. TERMINATION OF EXISTENCE

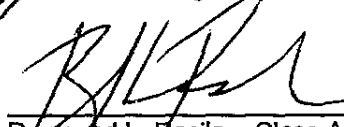
The Company shall be dissolved on the death, bankruptcy, or dissolution of a Class A Member or manager, or on the occurrence of any other event that terminated the continued membership of a Class A Member in the Company, unless the business of the Company is continued by the consent of all the remaining Class A Members, provided there are at least two remaining Class A Members.

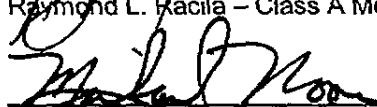
#### ARTICLE IX – MANAGEMENT

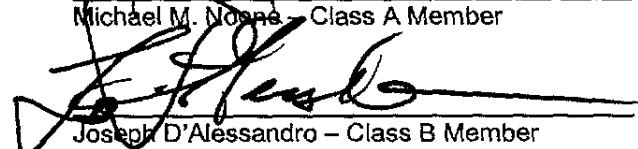
The Company shall be managed by a manager in accordance with regulations adopted by the Class A Members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these amended articles of organization. The name and address of the initial manager of the Company is Scot D. Goldberg, P.O. Box 190, Fort Myers, Florida 33902.

The undersigned Members have made and subscribed these Amended Articles of Organization at Fort Myers, Florida on September 22, 2004.

  
Scot D. Goldberg – Class A Member

  
Raymond L. Racila – Class A Member

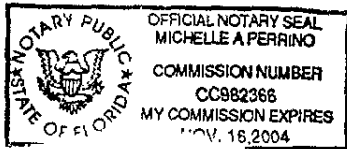
  
Michael M. Noone – Class A Member

  
Joseph D'Alessandro – Class B Member

STATE OF FLORIDA  
COUNTY OF LEE

Sworn to and subscribed before me this 22nd day of September, 2004, by Scot D. Goldberg, who is personally known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: Scot D. Goldberg and that an oath was not taken.

Witness my hand and official seal in the County and State last aforesaid this 22nd day of September, 2004,

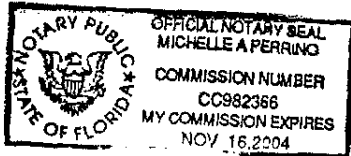


Michelle A. Perrino  
Notary Public - State of Florida  
Michelle A. Perrino  
Typed or Printed Name

STATE OF FLORIDA  
COUNTY OF LEE

Sworn to and subscribed before me this 22nd day of September, 2004, by Raymond L. Racila, who is personally known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: Raymond L. Racila and that an oath was not taken.

Witness my hand and official seal in the County and State last aforesaid this 22nd day of September, 2004,

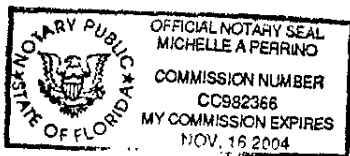


Michelle A. Perrino  
Notary Public - State of Florida  
Michelle A. Perrino  
Typed or Printed Name

STATE OF FLORIDA  
COUNTY OF LEE

Sworn to and subscribed before me this 22nd day of September, 2004, by Michael M. Noone, who is personally known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: Michael M. Noone and that an oath was not taken.

Witness my hand and official seal in the County and State last aforesaid this 22nd day of September, 2004,

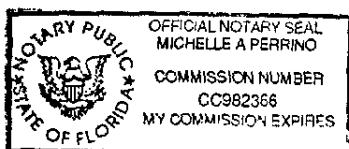


Michelle A. Perrino  
Notary Public - State of Florida  
Michelle A. Perrino  
Typed or Printed Name

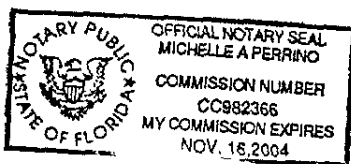
STATE OF FLORIDA  
COUNTY OF LEE

Sworn to and subscribed before me this 22nd day of September, 2004, by Joseph D'Alessandro, who is personally known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: Joseph D'Alessandro and that an oath was not taken.

Witness my hand and official seal in the County and State last aforesaid this 22nd day of September, 2004,



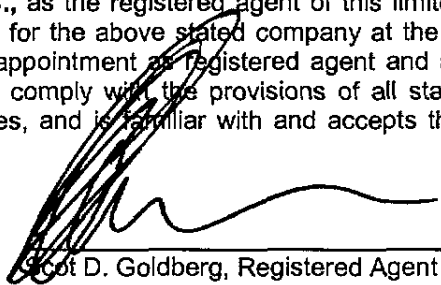
Michelle A. Perrino  
Notary Public - State of Florida  
Michelle A. Perrino  
Typed or Printed Name



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### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **GOLDBERG, RACILA, D'ALESSANDRO & NOONE, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
Scot D. Goldberg, Registered Agent

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**EXHIBIT "A"**

**MEMBERS, CAPITAL CONTRIBUTIONS  
AND MEMBER PERCENTAGE INTEREST**

**CLASS A MEMBERS**

<u>Name &amp; Address of Member</u>	<u>Capital Contribution</u>	<u>CLASS A Member Percentage Interest</u>
Scot D. Goldberg 1818 Piccadilly Circle Cape Coral, Florida 33991	\$ 45.00	45.0%
Michael E. Noone 4948 Santa Monica Court Cape Coral, Florida 33904	\$ 45.00	45.0%
Raymond Lee Racila 8023 Gator Palm Drive Fort Myers, Florida 33912	\$ 10.00	10.0%

**CLASS B MEMBERS**

<u>Name &amp; Address of Member</u>	<u>Capital Contribution</u>	<u>CLASS B Member Percentage Interest</u>
Joseph D'Alessandro Fort Myers, Florida	\$ 10.00	100.0%

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