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JAMES S. ALVES
BRIAN H. BIBEAU
RICHARD S. BRIGHTMAN
DIANE W. CARR
KEVIN B. COVINGTON
T. SPENCER CROWLEY, III
BRIAN A. CRUMBAKER
PETER C. CUNNINGHAM
RALPH A. DEMEO
WILLIAM H. GREEN
MATTHEW L. HICKS
WADE L. HOPPING
GARY K. HUNTER, JR.
JONATHAN T. JOHNSON
ROBERT A. MANNING
FRANK E. MATTHEWS
RICHARD D. MELSON
KYLE V. MITCHELL

HOPPING GREEN & SAMS
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS
123 SOUTH CALHOUN STREET
POST OFFICE BOX 6526
TALLAHASSEE, FLORIDA 32314
(850) 222-7500
FAX (850) 224-8551
www.hgss.com

ANGELA R. MORRISON
ERIC T. OLSEN
GARY V. PERKO
MICHAEL P. PETROVICH
DAVID L. POWELL
CAROLYN S. RAEPPEL
DOUGLAS S. ROBERTS
D. KENT SAFRIET
GARY P. SAMS
TIMOTHY G. SCHOENWALDER
DAN R. STENGLE
CHERYL G. STUART
JENNIFER A. TSCHETTER
VICTORIA L. WEBER

OF COUNSEL
ELIZABETH C. BOWMAN
REX D. WARE

Writer's Direct Dial No.
(850) 425-2224

July 19, 2002

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

FILED
02 JUL 19 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Amended Articles of Organization; Tidewater Beach Development, LLC

800006528448--3
-07/19/02--01038--021
*****30.00 *****30.00

Dear Sir or Madam:

Attached are amended Articles of Organization for Tidewater Beach Development, LLC.
Also enclosed is a check for \$30.00 covering the filing fee and a certified copy.

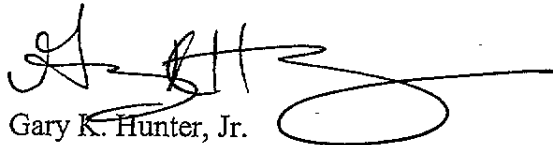
If you have any questions, please call me at 850/425-2224.

Sincerely,

800006528448--3
-07/19/02--01048--015
*****25.00 *****25.00

HOPPING GREEN & SAMS, P.A.

Gary K. Hunter, Jr.



BK

Enclosures

Call when Ready
They will Pick up!

RECEIVED
02 JUL 19 AM 11:46
JUL 19 2002

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
FOR
TIDEWATER BEACH DEVELOPMENT, L.L.C.**

a Florida Limited Liability Company

FILED
02 JUL 19 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The date of filing of the Articles of Organization for Tidewater Beach Development, L.L.C. was June 2, 2000.

The following amendments to the Articles of Organization shall be effective immediately upon filing. They are as follows:

ARTICLE II - ADDRESS

The principal address and mailing address of this Company is 12889 Emerald Coast Parkway, Suite 111-A, Destin, Florida 32550.

ARTICLE IV - MANAGEMENT

The Company shall be a MANAGER managed Company. The name and address of the MANAGERS are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas B. Henry, Jr.	12889 Emerald Coast Parkway Suite 111-A Destin, Florida 32550
Herman F. Klein, Jr.	906 Ball Street Suite 10 Perry, Georgia 31069

Except as otherwise limited in these Articles of Amendment and as governed by the

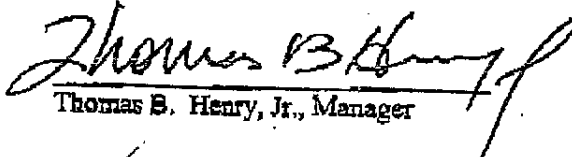
Prepared by:
Gary K. Hunter, Jr., Esq.-- Florida Bar No. 949779
HOPPING GREEN & SAMS, P.A.
P.O. Box 6526
Tallahassee, Florida, 32314
(850) 222-7500

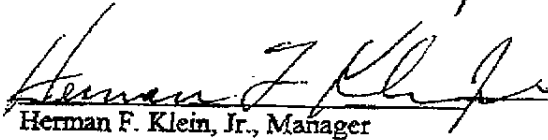
standards of conduct set forth in Chapter 608, Florida Statutes, either Manager of the Company may act to carry out the ordinary business of the Company.

ARTICLE VIII - TRANSFER OF INTEREST IN REAL PROPERTY

No interest in real property owned by the Company or in any option held by the Company creating the right to acquire real property shall be transferred without the express written consent of each Manager of the Company.

Dated this 19th day of July, 2002.


Thomas B. Henry, Jr., Manager


Herman F. Klein, Jr., Manager

Prepared by:
Gary K. Hunter, Jr., Esq., - Florida Bar No. 949779
HOPPING GREEN & SAMS, P.A.
P.O. Box 6526
Tallahassee, Florida, 32314
(850) 222-7500

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