

L00000013035

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estates and trusts

May 21, 2001

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

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RE: Sea Island Plantation, L.L.C.
(n/k/a Palm Island Plantation, L.L.C.)
Document Number L00000013035

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 Sea Island Plantation, L.L.C., (now to be known as Palm Island Plantation, 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 \$55.00, representing the \$25.00 filing fee and \$30.00 for a certified copy of the record.

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

Sincerely,

Marsha P. Wikfors

MPW:pm
Enclosures

FILED
01 MAY 29 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3P

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

WITNESSETH

WHEREAS, Articles of Organization were filed on October 25, 2000, under the name SEA ISLAND PLANTATION, L. L. C. (Document Number L00000013035); and

WHEREAS, the Members have elected to change the name of the limited liability company to PALM ISLAND PLANTATION, L.L.C.

NOW, THEREFORE, the undersigned Manager of PALM ISLAND PLANTATION, L.L.C. hereby files these Amended and Restated Articles of Organization as follows:

ARTICLE I -- NAME

The name of the Limited Liability Company is PALM ISLAND PLANTATION, L.L.C.

ARTICLE II -- ADDRESS

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

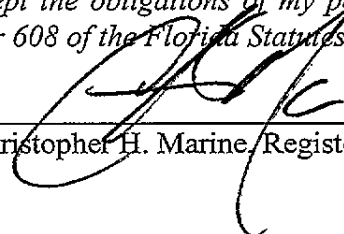
3003 Cardinal Drive, Suite D
Vero Beach, FL 32963

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

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

Christopher H. Marine, Esq.
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.



Christopher H. Marine, Registered Agent

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01 MAY 29 PM 1:57
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.

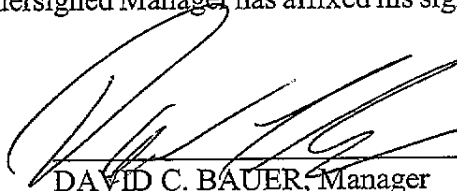
ARTICLE V -- GOVERNED BY OPERATING AGREEMENT

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 his signature this _____ day of May, 2001.

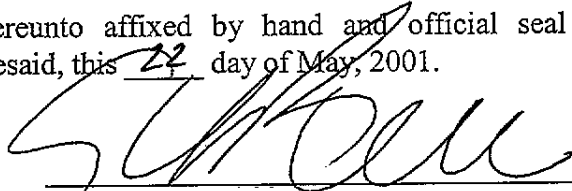

DAVID C. BAUER, Manager

FILED
MAY 29 PM 1:57
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared DAVID C. BAUER, to me known to be the individual described in and who executed the foregoing Amended and Restated Articles of Organization and he acknowledged before me that he 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 22 day of May, 2001.


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

 Sharla L. Russell
My Commission CC908086
Expires February 20, 2004