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March 19, 2001

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

Florida Secretary of State
Corporate Records Bureau
Corporations Division
Post Office Box 6327
Tallahassee, FL 32314

MJH

Re: Charter Communities, L.L.C.

Gentlemen:

Enclosed you will find Articles of Amendment to Articles of Organization of Charter Communities, L.L.C. together with my firm's check in the amount of \$25.00 to cover the cost of filing the amendment.

Thank you for your assistance in this matter.

Very truly yours,

A. Douglas Grace, Jr. /pg

A. Douglas Grace, Jr.

ADG/pg
Enclosures

Charter Communities/State-ltr.031901

FILED
01 MAR 21 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
CHARTER COMMUNITIES, L.L.C.,
a Florida limited liability company**

FIRST: The date of filing of the articles of organization was November 13, 2000.

SECOND: The following amendments to the articles of organization were adopted by the limited liability company:

ARTICLE V - The members of the Company shall contribute to the capital of the Company cash or property set forth in Exhibit "A".

THIRD: The names and addresses of the members of the Company are:

D.R.S., LLC - 7751 Bayshore Road, North Fort Myers, FL 33917.

BACKOS, LTD. - 7413 Meldin Court, Naples, FL 34104.

STEIN, LTD. - 5133 Castello Drive, Suite 1, Naples, FL 34103.

DATED this 13th day of March, 2001.

MEMBERS:

D.R.S., LLC, a Florida limited liability company

By:

Duane R. Swanson
Duane R. Swanson, Manager

Catherine Backos
Catherine Backos

Michael J. Stein
Michael J. Stein

01 MAR 21 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**EXHIBIT "A" TO
AMENDMENT TO ARTICLES OF ORGANIZATION OF
CHARTER COMMUNITIES, L.L.C.**

<u>MEMBER</u>	<u>CONTRIBUTION</u>
D.R.S., LLC	\$400,000.00
Backos, Ltd.	\$400,000.00
Stein, Ltd.	\$400,000.00