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LIMITED LIABILITY AMENDMENT

SUNGATE FRANCHISE, LLC

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2/20/2004

AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF SUNGATE FRANCHISE, LLC

(Present Name)
(a Florida limited liability company)

These Amended and Restated Articles of Amendment are filed pursuant to Section 608.411, Florida Statutes.

FIRST:

The date of the filing of the Articles of Organization was December

2000.

SECOND:

The following are the amended and restated Articles of Organization

which were adopted by the limited liability company:

ARTICLE I - NAME

The name of this limited liability company is SUNGATE FLORIDA, LLC (the "Company").

<u>ARTICLE II – PRINCIPAL OFFICE</u>

The mailing address and street address of the principal office of the Company is: c/o J. Brock McClane, 215 E. Livingston Street, Orlando, Florida 32801.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is c/o J. Brock McClane, 215 E. Livingston Street, Orlando, Florida 32801, and the name of the initial registered agent of the Company at that address is J. Brock McClane.

ARTICLE IV - MANAGEMENT

The limited liability company is a manager-managed company.

Authorized Representative

ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named as Resident Agent for the Company at the place designate in this Certificate, I hereby agree to act in this capacity.

Brock McClane

SECHLTARY OF STATE TALLAHASSEE, FLORIDA

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