

L0100000 8785

Higginbotham Companies, Inc.



"Providing Peace of Mind"

3935-L N. U.S. 1

Cocoa, Fl. 32926

Office: 321-632-5726

Fax: 321-639-4520

July 10, 2001

Florida Dept. of State
Division of Corporations
Amendment Section
P. O. Box 6327
Tallahassee, Fl. 32314

400004470914--1
-07/12/01--01029--003
*****35.00 *****35.00

Re: Town and Country Real Estate, LLC
Amendment for Articles of Corporation

To Whom It May Concern:

Please find the enclosed fee of \$35.00 to cover the fee to file the attached Amendment for the above referenced corporation.

Please correspond to our office to resolve any question or additional funds necessary.

Respectfully,

Tracey C. Higginbotham,
Enrolled Agent

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
AND
SPECIAL MEETING OF THE MEMBERS
OF
TOWN & COUNTRY REAL ESTATE, L.L.C.**

All the members of Town & Country Real Estate, having consented to the time and place of the special meeting. The meeting was held on June 7, 2001, at 1:30 p.m., at 3935-L N. U.S. 1, Cocoa, Fl. 32926.

ITEM I

The first item of business that was taken up was the waiver of notice. The wavier, having been signed by all of the members, was read aloud by the manager and was ordered to be made a part of the minutes.

ITEM II

The Manager stated that a purpose of the meeting was to change the Manager of the Limited Liability Company. The new manager and his address will become

Randel Rodriguez
2209 N. U.S. 1
Titusville, Fl. 32796

It was moved and the consent of the members was accepted and an amendment to the Articles of Organization was required. Upon motion, seconded, and carried it was RESOLVED that the new manager is Randel Rodriguez.

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TALLAHASSEE, FLORIDA

ITEM III

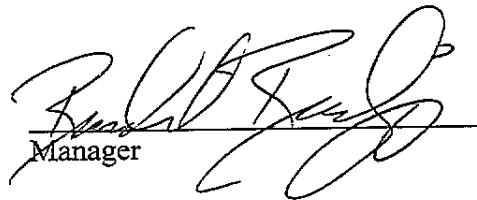
The Manager stated that the other purpose for the meeting was to accept a new registered agent. The new agent and his address is:

Randel Rodriguez
2209 N. U.S. 1
Titusville, Fl. 32796

It was moved and the consent of the members was accepted to change the registered agent. Upon motion, seconded, and carried it was RESOLVED that the new registered agent is Randel Rodriguez.

No further business having come to the meeting, the manager called for adjournment, seconded, and carried.

Date: June 7, 2001


Manager

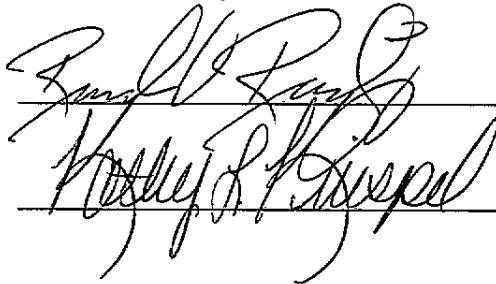
ATTACHMENTS:

Waiver of Notice

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TALLAHASSEE, FLORIDA

**WAIVER OF NOTICE
OF THE
SPECIAL MEETING
OF THE MEMBERS OF
TOWN & COUNTRY REAL ESTATE, L.L.C.**

The undersigned, being the members of Town & Country Real Estate, L.L.C., consents that the special meeting be held at 3935-L N. U.S. 1, Cocoa, Fl. 32926, on June 7, 2001, at 1:30 p.m. We waive further notice of the meeting.



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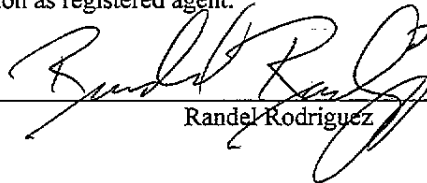
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415 or 608.507, Florida statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. The name and the Florida street address of the registered agent is:

Randel Rodriguez
2209 North U.S. 1
Titusville, Fl. 32796

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 certificate, 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.



Randel Rodriguez

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TALLAHASSEE, FLORIDA