

08/31/2005 16:02 FAX

Division of Corporations

CARLTON FIELDS-TPA

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

LIMITED LIABILITY AMENDMENT

KINGSTON COURT, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
KINGSTON COURT, LLC**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned sole Member of KINGSTON COURT, LLC, a Florida limited liability company, hereby makes, subscribes, acknowledges and files with the Secretary of State of Florida, these Amended and Restated Articles of Organization ("Articles") for the purpose of amending the original articles of organization previously filed with the Secretary of State of Florida on June 6, 2004 in accordance with Section 608.411, *Fla. Stat.* Said Member desires to amend, modify and restate the terms, conditions and provisions of the original articles of organization, and hereby agrees to the terms, conditions and provisions contained herein.

ARTICLE I - NAME

The name of this limited liability company shall be KINGSTON COURT, LLC (hereinafter the "Company")

ARTICLE II - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business in accordance with the laws of Florida as enumerated in the Florida Limited Liability Company Act.

ARTICLE III - DURATION

This Company shall have perpetual existence, unless otherwise dissolved in accordance with these Articles or the Florida Statutes.

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ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE

The mailing and street address and location of the principal offices of the Company shall be c/o Palcrest Properties, LLC, 405 East Oak Avenue, Tampa, Florida 33602, but the Company shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Members.

ARTICLE V - REGISTERED AGENT

The name and street address of the registered agent of this Company shall be Adam Schoenbaum, at 405 East Oak Avenue, Tampa, Florida 33602.

ARTICLE VI - MEMBERSHIP

This Company shall have one (1) Member as of the date of filing of these Articles. The name and address of the Member is:

Palcrest Properties, LLC
405 East Oak Avenue
Tampa, Florida 33602

Additional Members may be admitted to the Company only upon unanimous affirmative vote of all of the then existing Members and upon such terms as may be unanimously agreed upon by such exiting Members in writing. At no time during the existence of this Company shall there ever be less than one Member.

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ARTICLE VII - MANAGEMENT

Management of the affairs of this Company is reserved to the Member or Members, unless at such future date, the Member or Members unanimously agree in writing to have this Company managed by a manager, managing member or otherwise.

ARTICLE VIII - ANNUAL MEETING

The time and place of the annual Members' meeting shall be the 15th day of May of each and every year at the principal offices of the Company unless otherwise fixed in the Regulations or by a resolution of the Member or Members, and the Member or Members may waive notice thereof before or after the meeting.

ARTICLE IX - POWERS

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE X - AMENDMENTS

This Company reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto by unanimous affirmative vote of all of the existing Members of the Company at the time of such proposed amendment, and any right conferred upon the Members is subject to this reservation.

ARTICLE XI - CONTINUATION OF EXISTENCE

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member

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or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Member or Members of the Company shall have a right, by affirmative vote, to continue the existence and business of the Company.

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TALLAHASSEE, FLORIDA

ARTICLE XII - REGULATIONS

The Members, if they so choose, shall adopt Regulations or an Operating Agreement to govern the operation of this Company. The Regulations or Operating Agreement may thereafter be repealed or altered only upon affirmative vote of all of the Members of the Company at the time of such proposed amendment.

ARTICLE XIII - CONTRIBUTIONS

The amount of cash, the description and agreed value of other non-cash contributions, and the amount or description of property anticipated to be contributed by the Members shall be addressed, if at all, in the Regulations or Operating Agreement.

ARTICLE XIV - ADDITIONAL CONTRIBUTIONS

Each Member of the Company shall make additional capital contributions to the Company only upon the unanimous consent of all of the Members.

ARTICLE XV - TAX STATUS

This Company shall be treated as a partnership for federal tax purposes.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hands and seal
acknowledged, and filed the foregoing Articles under the existing laws of the State of Florida

KINGSTON COURT, LLC

By: PALMCREST PROPERTIES, LLC,
Member,

By: [Signature]
Adam Schoenbaum,
Managing Member

By: [Signature]
Alex Sullivan,
Managing Member

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of August, 2005, by Adam Schoenbaum, who is a Managing Member of Palmcrest Properties, LLC, which is the sole Member of Kingston Court, LLC, and who is personally known to me or who has produced identification. Florida Driver's License



Linda M. Burnette
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: _____

My Commission Expires: _____

My Commission No. is: _____

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of August, 2005, by Alex Sullivan, who is a Managing Member of Palmcrest Properties, LLC, which is the sole Member of Kingston Court, LLC, and who is personally known to me or who has produced identification. Florida Driver's License



Linda M. Burnette
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: _____

My Commission Expires: _____

My Commission No. is: _____

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**STATEMENT OF ACCEPTANCE
OF APPOINTMENT AS REGISTERED AGENT
FOR
KINGSTON COURT, LLC**

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DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

Having been named in the Amended and Restated Articles of Organization of KINGSTON COURT, LLC to act as Registered Agent to accept service of process for the aforesaid company at the registered office located at 405 East Oak Avenue, Tampa, Florida 33602, the undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in the Florida Limited Liability Company Act.

By: *Adam Schoenbaum*
Adam Schoenbaum, Registered Agent

DATE: August 31, 2005

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of August, 2005, by Adam Schoenbaum, who is personally known to me or who has produced identification.

*Florida
Driver's License*

Linda M. Burnette
NOTARY PUBLIC, STATE OF FLORIDA



Print Name: _____
My Commission Expires: _____
My Commission No. is: _____