

LOI 0000 10674

Joseph R. Cianfrone

OF COUNSEL

Neil E. Polster

LAW OFFICES OF
JOSEPH R. CIANFRONE, P.A.

1968 Bayshore Boulevard
Dunedin, Florida 34698

(727) 738-1100

(727) 733-2154

Fax (727) 733-0042

September 12, 2001

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

RE: Certificate of Amended and Restated Articles of Organization
Affluence Realty, LLC

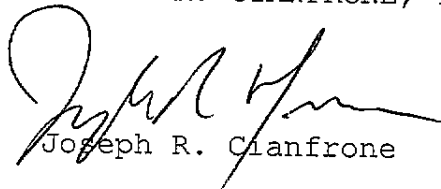
Dear Sir or Madame:

Enclosed please find a Certificate of Amended and Restated Articles
of Organization of Affluence Realty, LLC. I have also enclosed a
check in the amount of \$43.75 for filing and a certified copy.

Please return a certified copy to the undersigned.

Sincerely,

JOSEPH R. CIANFRONE, P.A.


Joseph R. Cianfrone

JRC:dmc
Enclosures

cc: Affluence Realty, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
AFFLUENCE REALTY, LLC

The Articles of Organization of AFFLUENCE REALTY, LLC. were originally filed on July 2, 2001, with the Florida Department of State, Tallahassee, Florida. The following amendments to the Articles of Organization were unanimously adopted by the Members at a meeting of the Members on September 12, 2001.

ARTICLE I - Name

The name shall be AFFLUENCE REALTY, LLC.

ARTICLE II - Address

The mailing address of the principal office of the limited liability company is:

500 North Osceola Avenue #208
Clearwater, Florida 33755

ARTICLE III - Duration

The limited liability company shall dissolve and terminate at the earliest of the following events:

Written consent of all Members;

Thirty (30) years from the date of formation of the limited liability company, or;

The entry of a judicial decree of dissolution.

ARTICLE IV - Management

The limited liability company is to be managed by the Members and the names and addresses of the Managing Members are:

1. Ido Fischler
500 North Osceola Avenue #208
Clearwater, Florida 33755
Tel (727) 449-2209

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TALLAHASSEE, FLORIDA

2. Bernard K. Reichel, Jr.
1799 N. Highland Avenue, #187
Clearwater, Florida 33755
Tel (727) 441-1972

By virtue of the Amendment to the Articles of Organization, George A. Malnati of 500 North Osceola Avenue #410, Clearwater, Florida 33755 shall no longer be a managing Member.

ARTICLE V - Admission of Additional Members

The right of the Members to admit additional Members and the terms and conditions of the admissions shall be by unanimous consent of all Members, and in accordance with the requirements provided in the Operating Agreement.

ARTICLE VI - Members Right to Continue Business

The right of the remaining Members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued Membership of a Member in the limited liability company shall be granted by the unanimous consent of all remaining Members.

ARTICLE VII - Registered Agent

The street address and name of the Registered Agent of the limited liability company shall be:

Joseph R. Cianfrone, Esquire
1968 Bayshore Boulevard
Dunedin, FL 34698

ARTICLE VIII - Registered Office

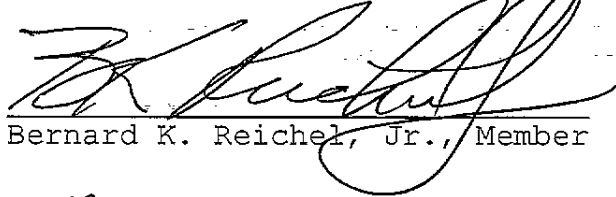
The Registered Office of the limited liability company shall be:

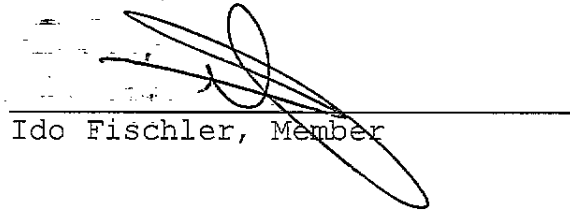
1968 Bayshore Boulevard
Dunedin, FL 34698

These Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411, Florida Statutes. This Certificate of Amended and Restated Articles of Organization shall be effective upon filing.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we have executed this Certificate of Amended and Restated Articles of Organization on this 13th day of September, 2001, at Clearwater, Florida.


Bernard K. Reichel, Jr., Member


Ido Fischler, Member


George A. Malnati

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TALLAHASSEE, FLORIDA

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 of the limited liability company is:

AFFLUENCE REALTY, LLC

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

Joseph R. Cianfrone, Esquire
1968 Bayshore Boulevard
Dunedin, Florida 34698

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.



Joseph R. Cianfrone

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TALLAHASSEE, FLORIDA