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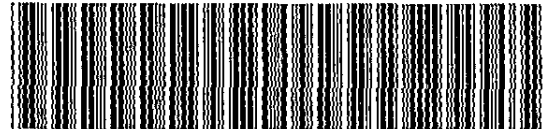
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 943979 7103152
AUTHORIZATION : *Patricia Pigeto*
COST LIMIT : \$ 25.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 26, 2004

ORDER TIME : 4:25 PM

ORDER NO. : 943979-005

CUSTOMER NO: 7103152

CUSTOMER: Ms. Amy Pescetto
Goodlette Coleman & Johnson,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC AMENDMENT FILING

NAME: STOCK DEVELOPMENT, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
STOCK DEVELOPMENT, LLC,
a Florida Limited Liability Company
(Filed in accordance with 608.411, F.S.)**

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TALLAHASSEE, FLORIDA

The undersigned, being the members of a limited liability company organized under the Florida Limited Liability Company Act, adopt and submit the following Amended and Restated Articles of Organization for such limited liability company:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is **STOCK DEVELOPMENT, LLC**, a Florida limited liability company.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be **4501 Tamiami Trail North, Suite 300, Naples, Florida 34103**.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered agent of the Company is **4001 Tamiami Trail North, Suite 300, Naples, Florida 34103**, and the name of the registered agent at such address is **Craig D. Grider**.

**ARTICLE IV
ADMISSION OF MEMBERS**

The members of the Company may admit new members to the Company as more fully described in and subject to the terms, conditions and requirements set forth in the Company's Operating Agreement and Regulations. Newly admitted members shall have all of the rights and privileges as set forth in the Company's Operating Agreement and Regulations.

ARTICLE V EFFECTIVE DATE

The Company's effective date of existence is July 9, 2001, the date the initial Articles were filed.

ARTICLE VI DURATION

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

ARTICLE VII ADOPTION OF OPERATING AGREEMENT AND REGULATIONS

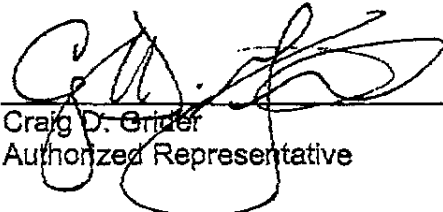
The Operating Agreement and Regulations of the Company, as amended, have been adopted by the members. The Operating Agreement and Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Amended and Restated Articles of Organization.

ARTICLE VIII INITIAL MANAGERS

The Company will be managed by a manager or managers, who shall be designated, appointed or elected as more fully described in the Operating Agreement and Regulations. The number of managers of the Company shall be one (1). The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations.

IN WITNESS WHEREOF, the undersigned, being the duly authorized Representative of the Company, for the purpose of amending and restating the Articles of Organization in accordance with the Florida Limited Liability Company Act, has executed these Amended and Restated Articles of Organization as of this 26th day of October, 2004.

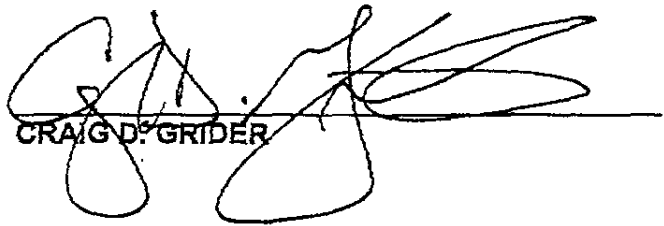
By:



Craig D. Grider
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

I, **CRAIG D. GRIDER**, having been duly designated to act as registered agent and to accept service of process for Stock Development, LLC, a limited liability company to be organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations of my position as Registered Agent.



CRAIG D. GRIDER

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