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March 20, 2002

Division of Corporations
Registration Section
P O Bo 6327
Tallahassee, FL 32314

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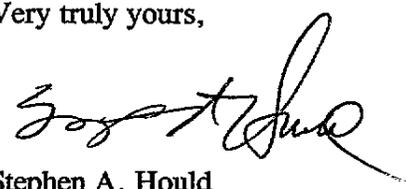
Re: TNB Leasing, LLC

To Whom It May Concern:

Enclosed for filing with the Secretary of State are Articles of Amendment to Articles of Organization of TNB Leasing, L.L.C., document number L01000013013. I also enclose my check in the amount of \$87.50 in payment of the filing fee and in payment of a certified copy of the Articles of Amendment.

If you have any questions or advices regarding this matter, please contact my office as soon as possible.

Very truly yours,



Stephen A. Hould

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
TNB LEASING, L.L.C.**

The date of filing of the Articles of Organization was August 6, 2001 and the limited liability company was assigned document number L01000013013. The following Articles of Amendment to the Articles of Organization were adopted by the limited liability company to become effective upon filing with the Secretary of State:

The undersigned, representing 100% of the members of this Company, certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We declare that the following Amended Articles, which were adopted by the limited liability company, shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall continue to be **TNB Leasing, L.L.C.**, and its principal office shall be located at 55 Ponte Vedra Colony Circle, Ponte Vedra Beach, St. Johns County, FL 32082, which shall also serve as the company's mailing address. The company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To own and manage real property. Incidental thereto, the company may engage in any activity or business authorized under the Florida Statutes and unanimously agreed to by the members of this limited liability company.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in the Articles to the same extent as a natural person might or could do.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
4. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm,

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TALLAHASSEE, FLORIDA
02 MAR 22 PM 1:25

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syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

5. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of its manager, Deanna Bell. This Article may be amended from time to time by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

This limited liability company shall be managed by one manager, Deanna Bell, 55 Ponte Vedra Colony Circle, Ponte Vedra Beach, FL 32082, and shall serve until a successor is chosen and qualified.

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members only by unanimous consent of all existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members and as stated in the Regulations of the limited liability company.

02 MAR 22 PM 1:25
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On the resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$50.00 cash shall be paid to the limited liability company by each of the two members. Additional contributions will be made as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII. PROFITS AND LOSSES

The members agree to share income and surplus and losses according to the percentage of their ownership in the limited liability company. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remains after the payment of the expenses of conducting and maintaining the business of the limited liability company.

ARTICLE VIII. DURATION

The limited liability company shall exist until dissolved in a manner provided by law or as provided by the Regulations adopted by the members.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the limited liability company is amended and now shall be 55 Ponte Vedra Colony Circle, Ponte Vedra Beach, St. Johns County, FL 32082, and Stephen A. Hould, Esquire, at 444 Third Street, Neptune Beach, FL 32266, shall continue to act as the Company's Registered Agent.

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of TNB Leasing, L.L.C.

Executed by the undersigned at Neptune Beach, Duval County, Florida, effective the 21st day of February, 2002.

Desmond P. Bell, Jr., member

DESMOND P. BELL, JR.
MEMBER

DeAnna Bell, Manager

DEANNA BELL
MEMBER AND MANAGER

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