

ACCOUNT NO. : 072100000032

REFERENCE : 353935

4718535

AUTHORIZATION :

COST LIMIT

ORDER DATE: December 13, 2001

ORDER TIME : 10:40 AM

ORDER NO. : 353935-005

CUSTOMER NO: 4718535

CUSTOMER: Joshua M. Bialek, Esq

Porter Wright Morris & Arthur

Suite 300

5801 Pelican Bay Boulevard

Naples, FL 34108

DOMESTIC AMENDMENT FILING

NAME:

PARADISE OF NAPLES, LLC

EFFICTIVE DATE:

100004724851--2

_ ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIAL

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF PARADISE OF NAPLES, LLC

Pursuant to the provisions of Section 608.411, Florida Statutes, PARADISE OF NAPLES, LLC (the "Company") adopts the following Articles of Amendment to its Articles of Organization filed the 19TH day of September, 2001:

FIRST: Article V is hereby amended to read as follows:

No additional members shall be admitted to the Company except with the two-thirds (2/3) written consent of all the members of the Company and on such terms and conditions as shall be approved by two-thirds (2/3) written consent of all members. A member may transfer its interest in the Company only as set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, on this 215 day of November, 2001.

MANAGER:

Steven J. Mullersman

MEMBERS:

Steven J. Mullersman

Monica L. Mason and Sandra J. Mason, as joint tenants with the right of survivorship

by: Worker I Mason

Monica L. Mason

Sandra I Masan

^z Sandra J. Mason

Joseph L. Mason and Sandra J. Mason, as tenants by the entirety with the right of ...

survivorship

y: psepho

by: Handia Hase

Sandra J. Mason

Carroll A. Bauman