

UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

L02000000355
 October 7, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Ponce Associates, LLC

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

500008231175--9
 -10/07/02--01011--012
 *****55.00 *****55.00

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | Non Profit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

L02-355

| AMENDMENTS | |
|-------------------------------------|------------------------------------|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of RA Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Reports |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |
| <input type="checkbox"/> | Reinstatement |

| REGISTRATION/QUALIFICATION | |
|----------------------------|-------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

APPROVAL AND FILED
 02 OCT -7 PM 1:17
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
 02 OCT -7 AM 9:58
 10-7-02

**ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION FOR
PONCE ASSOCIATES, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of the Florida Limited Liability Company Act, Ponce Associates, LLC, a Florida limited liability company, adopts the following Articles of Amendment to its Articles of Organization:

1. The Articles of Organization for Ponce Associates, LLC were filed on January 4, 2002.
2. Article II of the Articles of Organization is hereby amended in its entirety as follows:

The name and mailing address of the principal office of the Limited Liability Company is:

4315 Pablo Oaks Court, Suite 1
Jacksonville, Florida 32224

3. Article III of the Articles of Organization is hereby amended in its entirety as follows:

The name and the Florida street address of the registered agent are:

John C. Kunkel
4315 Pablo Oaks Court, Suite 1
Jacksonville, Florida 32224

02 OCT -7 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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 as provided in Chapter 608, F.S.



John C. Kunkel

4. Article V of the Articles of Organization is hereby amended in its entirety as follows:

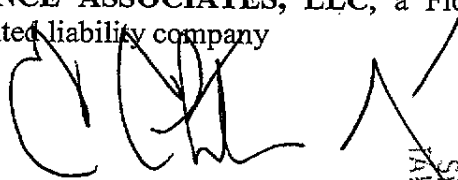
The management of the Limited Liability Company shall be vested in the General Manager of the Company as provided in its Operating Agreement. The name and address of the General Manager who shall manage the Limited Liability Company is:

E. Chester Stokes, Jr.
4315 Pablo Oaks Court, Suite 1
Jacksonville, Florida 32224

5. These Articles of Amendment shall be effective as of October 7th, 2002, subject to being filed not later than October 7th, 2002, with the Florida Secretary of State or if filed thereafter upon the date filed with the Florida Secretary of State.

Dated October 7th, 2002

PONCE ASSOCIATES, LLC, a Florida
limited liability company

By: 
E. Chester Stokes, Jr.
Its General Manager

02 OCT -7 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

L02000000355
 October 7 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Ponce Associates, LLC

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

500008231175--9
 -10/07/02--01011--012
 *****55.00 *****55.00

L02-355

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | Non Profit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|------------------------------------|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of RA Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Reports |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |
| <input type="checkbox"/> | Reinstatement |

| REGISTRATION/QUALIFICATION | |
|----------------------------|-------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

APPROVED AND FILED
 02 OCT -7 PM 1:17
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
 02 OCT -7 AM 9:58
 10-7-02

**ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION FOR
PONCE ASSOCIATES, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of the Florida Limited Liability Company Act, Ponce Associates, LLC, a Florida limited liability company, adopts the following Articles of Amendment to its Articles of Organization:

1. The Articles of Organization for Ponce Associates, LLC were filed on January 4, 2002.
2. Article II of the Articles of Organization is hereby amended in its entirety as follows:

The name and mailing address of the principal office of the Limited Liability Company is:

4315 Pablo Oaks Court, Suite 1
Jacksonville, Florida 32224

3. Article III of the Articles of Organization is hereby amended in its entirety as follows:

The name and the Florida street address of the registered agent are:

John C. Kunkel
4315 Pablo Oaks Court, Suite 1
Jacksonville, Florida 32224

02 OCT -7 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPENDIX
AND
FILED

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 as provided in Chapter 608, F.S.



John C. Kunkel

4. Article V of the Articles of Organization is hereby amended in its entirety as follows:

The management of the Limited Liability Company shall be vested in the General Manager of the Company as provided in its Operating Agreement. The name and address of the General Manager who shall manage the Limited Liability Company is:

E. Chester Stokes, Jr.
4315 Pablo Oaks Court, Suite 1
Jacksonville, Florida 32224

5. These Articles of Amendment shall be effective as of October 7th, 2002, subject to being filed not later than October 7th, 2002, with the Florida Secretary of State or if filed thereafter upon the date filed with the Florida Secretary of State.

Dated October 7th, 2002

PONCE ASSOCIATES, LLC, a Florida
limited liability company

By: 

E. Chester Stokes, Jr.
Its General Manager

02 OCT -7 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED