

L02000005055

RUNWAY 707, LLC
2225 BELVEDERE ROAD
WEST PALM BEACH, FLORIDA 33406

July 17, 2002

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

800006529688-3
-07/19/02-01051-002
*****55.00 *****55.00

re: Runway 707, LLC(L02000005055)

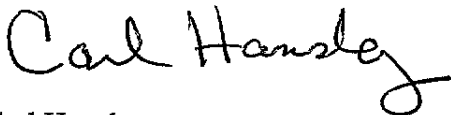
Dear Sir or Madam:

I am the Sole Manager and Sole Member of Runway 707, LLC. For some time now, I have been having a difficulty with a gentleman that goes by the name of Leo or Leo Wilson, neither of which is his actual name, to my best knowledge. I have heard from sources that this Leo allegedly has a pattern of worming his way into bars and clubs in an attempt to leech on the profits and equity therein. I have undertaken no independent investigation of this pattern. Yesterday, I became aware that this Leo filed a document (900005509929) with your office on or about May 14, 2002, which purported to make him an owner and managing member of Runway 707, LLC.

Please be advised that at no time did I (the only member and manager of Runway 707, LLC) ever sign the document submitted by this Leo. My signature upon said document is either a forgery or it was legitimately obtained on another document and affixed to the document submitted by this Leo. Additionally, at no time did I ever authorize anyone to affix my signature to any such document.

In order to avoid similar problems in the future, I am submitting with this letter, Amended and Restated Articles of Organization of Runway 707, LLC, which, in part, remove reference of this Leo from my company and provide a hurdle to others similarly disposed to make such claims. Please file the Amended and Restated Articles of Organization of Runway 707, LLC. A check in the amount of \$55.00 is enclosed to cover the costs of filing and the costs of a certified copy of the record. Thank you.

Truly yours,



Carl Hansley
Sole Manager / Sole Member

enclosures

FILED
02 JUL 19 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
RUNWAY 707, LLC**

FILED
02 JUL 19 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to FLORIDA STATUTES this Florida for profit limited liability company adopts the following Amended and Restated Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is: Runway 707, LLC

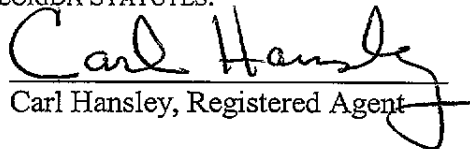
ARTICLE II - PRINCIPAL OFFICE

The street and mailing address of the principal office of the limited liability company is: 2225 Belvedere Road, West Palm Beach, Florida 33406.

ARTICLE III - REGISTERED AGENT

The name and address of the registered agent of the limited liability company is: Carl Hansley, 2225 Belvedere Road, West Palm Beach, Florida 33406.

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 am familiar with and accept the obligations of my position as registered agent as provided for in FLORIDA STATUTES.


Carl Hansley, Registered Agent

ARTICLE IV - MANAGEMENT

The limited liability company shall be a manager managed company.

ARTICLE V - MANAGERS

The name and address of the manager is: Carl Hansley, 2225 Belvedere Road, West Palm Beach, Florida 33406.

ARTICLE VI - AMENDMENTS

These Amended and Restated Articles of Organization may not be further amended unless the following guidelines are strictly met. The Department of State is not to accept any amendments unless the signatures upon them are original, printed in blue ink and properly notarized by a licensed notary public who specifically notes the form of identification presented by the signatory and the identifying number upon said form of identification. Any document not meeting the above requirements which is mistakenly accepted by the Department of State shall be deemed void.

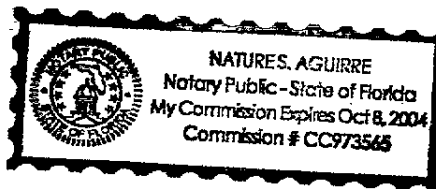
These Amended and Restated Articles of Organization are effective July 17, 2002, and were approved, unanimously by all of the Members and Managers of the limited liability company on July 17, 2002

Carl Hansley
Carl Hansley, Sole Member, Sole Manager

State of Florida)

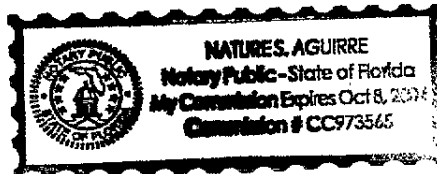
ss.

County of Palm Beach)



The foregoing Amended and Restated Articles of Organization were acknowledged before me by Carl Hansley who provided Florida Drivers License #H 524-126-51-340-0 as identification and who took no oath, this July 17, 2002.

Natures Aguirre
Notary Public, State of Florida



FILED 12
02 JUL 19 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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02 JUL 19 AM 10:12
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