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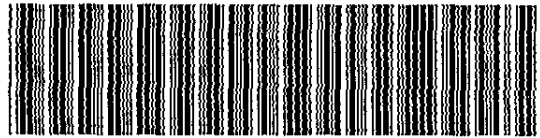
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DAVID K. OAKS, P.A.

ATTORNEY AT LAW

DAVID K. OAKS

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January 28, 2003

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

Re: ARTICLES OF AMENDMENT
of Suncoast Venture Group, LC

Dear Sir:

Enclosed please find the original and two copies of the Articles of Amendment of SUNCOAST VENTURE GROUP, LC together with our filing fee of \$25.00. Please return a copy of the amendment to the above address. Thank you for your assistance.

Yours very truly,

David K. Oaks

DKO:js
Encl.
cc: client

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**AMENDMENT TO ARTICLES OF ORGANIZATION OF
SUNCOAST VENTURE GROUP, LC**

FIRST: The date of filing of the Articles of Organization was July 2, 2002.

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **SUNCOAST VENTURE GROUP, L. C.**, and its principal office shall be located at 292 Stebbins Terrace, Port Charlotte, Charlotte County, State of Florida, but it 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 engage in any activity or business authorized under the Florida Statutes.
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 these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property

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so acquired.

4. 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.

5. 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, 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.

6. 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, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by four (4) managers. The names and addresses of the persons who shall serve until the first annual meeting of members or until their successors are elected and qualified are as follows:

CLINT CONWAY 292 Stebbins Terrace, Port Charlotte, FL 33952

CARMEN SAMUEL CALI 5751 Copper Leaf Lane, Naples, FL 34116

JOSEPH A. CALI 23106 Oxford Place, Apt A Boca Raton, FL 33433

CARMEN SALVATORE CALI 5751 Copper Leaf Lane, Naples, FL 34116

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. 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.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a

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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 \$5,000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

(a). Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows: **CLINT CONWAY 25% CARMEN SAMUEL CALI 25% JOSEPH A. CALI 25% CARMEN SALVATORE CALI 25%**. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b). Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII DURATION

This limited liability company shall exist until dissolved in a manner provided by law,

or as provided in the regulations adopted by the members.

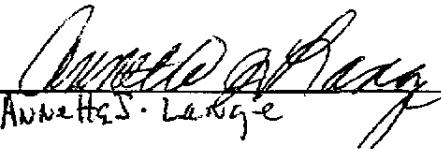
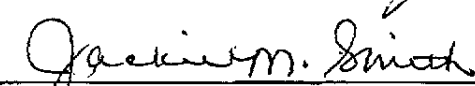
ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

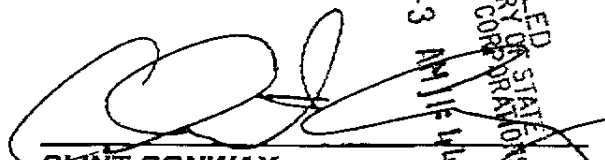
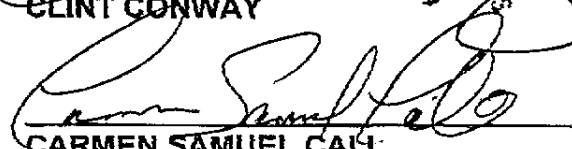

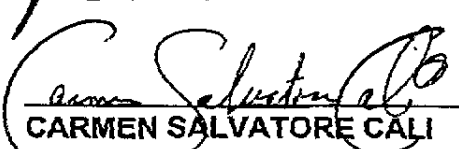
The address of the initial registered office of the limited liability company is 407 East Marion Avenue, Suite 101, City of Punta Gorda, County of Charlotte, State of Florida, and the name of the company's initial registered agent at that address is **DAVID K. OAKS, ESQ.**

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **SUNCOAST VENTURE GROUP, L. C.**

Executed by the undersigned at Punta Gorda, Florida on January 20, 2003

Witnesses as to all:


Annette S. Lange

Jackie M. Smith
As to Conway.


CLINT CONWAY

CARMEN SAMUEL CALI

JOSEPH A. CALI

CARMEN SALVATORE CALI

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First, That **SUNCOAST VENTURE GROUP,, LC** desiring to organize under the
laws of the State of Florida with its principal office as indicated in the Articles of
Organization at City of Port Charlotte, County of Charlotte, State of Florida, has named
DAVID K. OAKS, P.A. , County of Charlotte, State of Florida, as its agent to accept service
of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said act relative to keeping open said office.

By David K. Oaks
Registered Agent

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