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TALLAHASSEE, FLORIDA

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Bernard S. Peck

Member FL & CT Bars

Daniel D. Peck

Member FL & CT Bars

Craig D. Blume

Member FL Bar

Christopher H. Burrows

Member FL Bar

Peck & Peck

Attorneys at Law

Suite 103, Wachovia Bank Building
5801 Pelican Bay Boulevard
Naples, Florida 34108

Telephone
(239) 566-3600

Facsimile
(239) 566-3977

April 15, 2003

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

Re: Monteleon Development Company, L.L.C.

Ladies and Gentlemen:

Enclosed please find a Certificate of Amendment of Articles of Organization of Monteleon Development Company, L.L.C., along with an extra copy. We also enclose a check in the amount of \$25 representing the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Craig D. Blume

CDB/chb

Enc.

cc: Gonzalo Sepulveda, Jr.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT OF ARTICLES OF ORGANIZATION OF
MONTELEON DEVELOPMENT COMPANY, L.L.C.,
A LIMITED LIABILITY COMPANY**

THIS IS TO CERTIFY THAT:

FIRST: This Certificate amends the Articles of Organization (the "Articles") of Monteleon Development Company, L.L.C.

SECOND: The Articles were filed with the Florida Department of State on July 5, 2002.

THIRD: ARTICLE IV of the Articles previously provided as follows:

"The limited liability company is to be managed by the Members and the names and addresses of the managing Members are:

Gonzalo Sepulveda, Jr.	284 Winners Circle, No.3, Naples, Florida 34112
Gonzalo Sepulveda	284 Winners Circle, No.3, Naples, Florida 34112
Ligia Sepulveda	284 Winners Circle, No.3, Naples, Florida 34112
Sabrina Sepulveda	284 Winners Circle, No.3, Naples, Florida 34112
Claudia P. Sepulveda	284 Winners Circle, No.3, Naples, Florida 34112
Felipe A. Sepulveda	284 Winners Circle, No.3, Naples, Florida 34112

Any Operating Agreement setting forth regulations of the company as defined in Florida Statutes section 608.402(24) must be in writing and signed by all the initial Members."

FOURTH: ARTICLE IV of the Articles, as amended, provides as follows:

"The limited liability company is to be managed by the Members and the names and addresses of the managing Members are:

Gonzalo Sepulveda, Jr.	284 Winners Circle, No. 3, Naples, Florida 34112
Gonzalo Sepulveda	284 Winners Circle, No. 3, Naples, Florida 34112

Any Operating Agreement setting forth regulations of the company as defined in Florida Statutes section 608.402(24) must be in writing and signed by all the initial Members."

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed in accordance with Florida Statutes section 608.411 this 15th day of April, 2003.



Craig D. Blume, Esq.

Attorney for Monteleon Development Company, L.L.C.

**UNANIMOUS CONSENT OF MEMBERS
TO AMEND ARTICLES OF ORGANIZATION
OF
MONTELEON DEVELOPMENT COMPANY, L.L.C.,
A LIMITED LIABILITY COMPANY**

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JULIANNE CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, being all of the members of Monteleon Development Company, L.L.C., a Florida limited liability company (the "Company"), hereby consent to the following amendment of the Articles of Organization of the Company:

ARTICLE IV of the Articles of Organization of the Company is deleted in its entirety, and the following provision is inserted in lieu thereof:

"The limited liability company is to be managed by the Members and the names and addresses of the managing Members are:

Gonzalo Sepulveda, Jr.	284 Winners Circle, No. 3, Naples, Florida 34112
Gonzalo Sepulveda	284 Winners Circle, No. 3, Naples, Florida 34112

Any Operating Agreement setting forth regulations of the company as defined in Florida Statutes section 608.402(24) must be in writing and signed by all the initial Members."

The undersigned hereby designate Craig D. Blume, Esq., *Attorney for the Company*, as the authorized person to have prepared and to execute and file a Certificate of Amendment to the Articles of Organization for the purpose of effecting the foregoing amendment.

To evidence our consent we hereby execute this document, and direct that Craig D. Blume, Esq. place this document among the records of the Company this 15th day of April, 2003.

Executed on this 15 day of April, 2003.

Witnesses:

Sandra Quintan

By: Gonzalo Sepulveda, Jr.

Sandra Quintan
(printed name)

Gonzalo Sepulveda, Sr.

[Signature]

Ligia Sepulveda
Ligia Sepulveda

Fernando Rosas
(printed name)

Ligia Sabrina Sepulveda
Ligia Sabrina Sepulveda

Claudia Patricia Sepulveda
Claudia Patricia Sepulveda

Felipe Andres Sepulveda
Felipe Andres Sepulveda

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JIM ACH & ASSOCIATES
TALLAHASSEE, FLORIDA