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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bearbeck, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

James F. Gray, Esquire
(Name of Person)

James F. Gray, P.A.
(Firm/Company)

3615-B N.W. 13th Street
(Address)

Gainesville, FL 32609
(City/State and Zip Code)

For further information concerning this matter, please call:

James F. Gray at (352) 371-6303
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$25.00 Filing Fee



\$30.00 Filing Fee &
Certificate of Status



\$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)



\$60.00 Filing Fee,
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MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
BEARBECK, LLC

- FIRST: The Articles of Organization were filed on August 21, 2002 and assigned document number L02000021493.
- SECOND: This amendment is submitted to add the following Articles:

ARTICLE V

Organization of the Company

The purpose of the Company/Partnership shall be solely to acquire, operate and dispose of that real property described as:

"All of that certain lot, tract or parcel of land situate, lying and being in Pooler, Chatham County, Georgia, known as LOT NO. 6 upon the map of "Lots 6 & 7 FORMERLY BEGIN LOT 6 OF TOWNE CENTER AT GODLEY STATION", made by Thomas & Hutton Engineering Co., dated May 21, 2001, for the The Foxfied Company, which was recorded in Subdivision Map Book 22-S, page 15, in the Office of Clerk, Superior court, Chatham County, Georgia."

So long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "Lender"), except upon the express prior written consent of Lender: (i) the foregoing statement of purpose shall not be amended; and (ii) the Company shall not hold or acquire, directly or indirectly, any ownership interest (legal or equitable) in any real or personal property other than the Property, or become a shareholder of or member or partner in any entity which acquires or holds any property other than the Property.

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CHATHAM COUNTY, GEORGIA

ARTICLE VI

Termination or Dissolution of Company

Anti-Dissolution Provisions: Notwithstanding anything to the contrary contained in the Articles of Organization, the Company and its members hereby waive their right to dissolve or terminate (and waive their right to consent to the dissolution or termination of) the Company or the Articles of Organization, and shall not take any action towards that end, so long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "**Lender**"), except upon the express prior written consent of Lender. Further, the death, retirement, incapacity, insanity, expulsion or resignation, bankruptcy, insolvency, dissolution or other similar proceeding of, or pertaining to, any Member, or any other event or act causing dissolution of the Company pursuant to Chapter 608 Florida Statutes or this operating agreement, shall not constitute an event of liquidation, dissolution or termination of the Company or the Articles of Organization, except upon the express prior written consent of Lender. Any amendments to this provision of Article VI of the Articles of Organization, shall require the prior written consent of Lender, provided that such consent shall not be required once the Company no longer has any indebtedness or other obligation of any kind whatsoever owing or due Lender. This article shall cease to be of further force or effect once the Company no longer has any outstanding indebtedness or other obligation of any kind whatsoever owing or due Lender.

Dated: September 8, 2005.



DAVID A. HOWE
Managing Member



KATHRYN B. HOWE
Managing Member

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