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L02-21773

(Document Number)

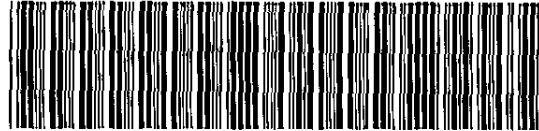
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10/20

amended
Restated

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10/20/05--010/4--000 **25.00

FILED
05 OCT 20 AM 10:04
SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE FLORIDA

KOEHNEMANN + GIBBS

HomeVentures, LLC

**439 Grace Avenue
Panama City, Florida 32401
(850) 769-3419 Fax (850) 769-0525**

October 17,2005

**Florida Dept of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314**

ATTN: Registration/Amendment Section:

Please find enclosed the original Articles of Amendment of Articles of Organization of Koehnemann + Gibbs HomeVentures, LLC together with a check in the amount of \$25 to cover the filing fee. Please amend the member names to:

**Management Consulting of NW FL, Inc
(Barry L Gibb, President)**

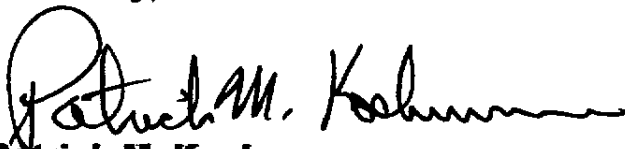
**211 LaValencia Circle
Panama City Beach, FL 32413**

**Koehnemann Construction Company
(Patrick M Koehnemann, President)**

**439 Grace Avenue
Panama City, FL 32401**

If you have any questions, please do not hesitate to contact us at 850-769-3419.

Sincerely,



**Patrick M. Koehnemann
Partner**

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Amended and Restated
**ARTICLES OF ORGANIZATION
OF**

Koehnemann + Gibbs HomeBuilders, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Koehnemann + Gibbs HomeBuilders, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be:

Koehnemann + Gibbs HomeBuilders, LLC
439 Grace Avenue
Panama City, FL 32401

ARTICLE III - DURATION

The Company shall commence its existence on August 23, 2002. The Company's existence shall terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these articles of organization.

Prepared by:
EDWARD A. HUTCHISON, JR., ESQ.
Florida Bar No. 0602655
BURKE & BLUE, P.A.
221 McKenzie Avenue
Post Office Box 70
Panama City, Florida 32402
(850) 769-1414

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TALLAHASSEE FLORIDA

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ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

BARRY LEN GIBBS
439 Grace Avenue
Panama City, FL 32401

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the company the cash or property set forth in the operating agreement of the members.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approves of the proposed transfer by unanimous written consent.

ARTICLE VII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, insanity, retirement, resignation, expulsion or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the company is continued

By the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX – MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these articles of organization.

The names and addresses of the members of the company are:

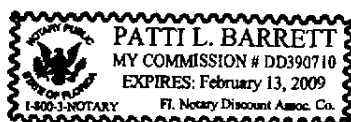
<u>NAME</u>	<u>ADDRESS</u>
Management Consulting of NW Florida, Inc.	211 La Valencia Circle Panama City Beach, FL 32413
Koehnemann Construction, Inc.	439 Grace Avenue Panama City, FL 32401


IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed these articles of organization at Panama City, Bay County, Florida, on this 17th Day of October, 2005.


PATRICK M. KOEHNEMANN

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 17th day of October, 2005, by PATRICK M. KOEHNEMANN, who is personally known to me.

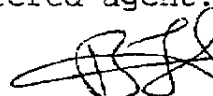



Notary
PATTI L. BARRETT
Print Name

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Koehnemann + Gibbs HomeBuilders, LLC, as registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the positions of registered agent.



Name: BARRY LEN GIBBS
Registered Agent
Address: 439 Grace Avenue
Panama City, FL 32401

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