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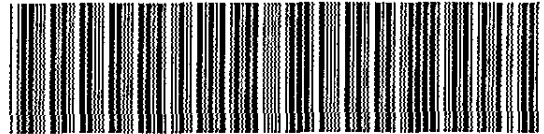
(Business Entity Name)

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— 950 —
GRONER, SCHIEB & WILLIAMS

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*BOARD CERTIFIED
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AAA ARBITRATOR

*ALSO ADMITTED IN W. VIRGINIA

*ALSO ADMITTED IN NEW YORK,
NEW JERSEY, GEORGIA AND
THE DISTRICT OF COLUMBIA

March 27, 2003

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

Dear Sir or Madam:

Enclosed please find an executed Articles of Amendment to the Articles of Organization of our client, Sarasota Realty Holdings II, LLC, along with a new, corrected, Acceptance of Registered Agent, a copy of the original Articles of Organization, as well as the filing fee.

If you have any questions or concerns, please do not hesitate to contact our office.

Sincerely,

Kevin F. Sanderson, Esquire

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

SARASOTA REALTY HOLDINGS II, LLC
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was December 12, 2002.

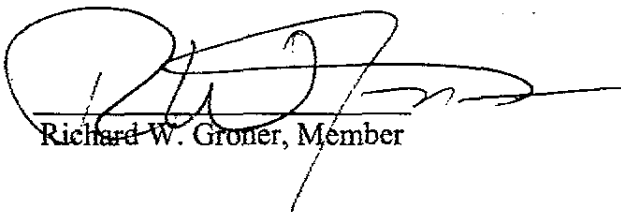
SECOND: The following amendment, or correction, to the acceptance of registered agent designated in articles of organization was adopted by the limited liability company:

The original acceptance of registered agent designated in articles of organization, filed along with the articles of organization December 12, 2002, contains an incorrect statement, in as much as it refers to the incorrect entity. The entity referred to in that acceptance is "B & B Acquisition, LLC." The correct entity should read Sarasota Realty Holdings II, LLC. The registered agent, Richard W. Groner, is correct.

Articles of Correction are not timely pursuant to section 608.4115, F.S., as this incorrect entity name was discovered after the required 30 business day period to file articles of correction. This articles of amendment is filed instead.

A copy of the original articles of organization and the acceptance of registered agent designated in articles of organization is attached hereto.

Dated March 26, 2003.


Richard W. Groner, Member

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ARTICLES OF ORGANIZATION
OF
SARASOTA REALTY HOLDINGS II, LLC

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the limited liability company shall be SARASOTA REALTY HOLDINGS II, LLC, ("Company").

ARTICLE II - ADDRESS

The principal place of business of the Company shall be 8433 Enterprise Circle, Suite 200, Bradenton, Florida 34202, and the mailing address shall be the same.

ARTICLE III - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval by the Secretary of State for the State of Florida.

ARTICLE IV - DURATION

Subject to the provisions of Article IX, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE V - PURPOSES AND POWERS

The general purpose for which the Company is organized is to purchase, manage and sell real property and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the Company's registered office is 8433 Enterprise Circle, Suite 200, Bradenton, Florida 34202. The initial registered agent of the Company is Richard W. Groner, 8433 Enterprise Circle, Suite 200, Bradenton, Florida 34202.

ARTICLE VII - MANAGEMENT

The Company shall be a manager-managed limited liability company. The managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and the affairs of the Company.

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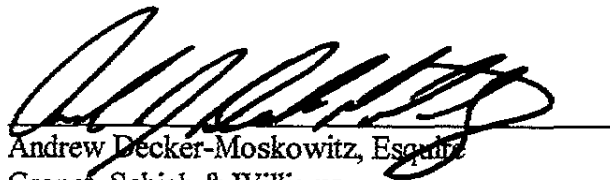
ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). 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 Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 or upon the sale of all real property purchased and managed by the Company.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the members has made and subscribed these Articles of Incorporation in Bradenton, Florida, for the foregoing uses and purposes on this 21 day of December, 2002.



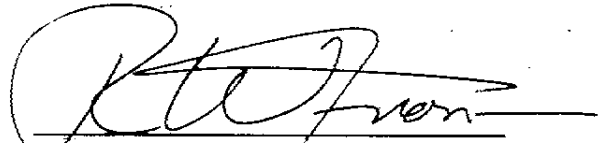
Andrew Decker-Moskowitz, Esquire
Groner, Schieb & Williams
8433 Enterprise Circle, Suite 200
Bradenton, Florida 34202
(941) 377-3400
Florida Bar 0533491
As Authorized Representative of the Members

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Richard w. Groner, having a business office identical with the registered office of the Sarasota Realty Holdings II, LLC, and having been designated the registered agent of Sarasota Realty Holdings II, LLC, in its Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.415, Florida Statutes and other applicable Florida Statutes.



Richard W. Groner
8433 Enterprise Circle, Suite 200
Bradenton, Florida 34202
(941) 377-3400

Date: March 27, 2003

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