

L03000021606

(Requestor's Name)

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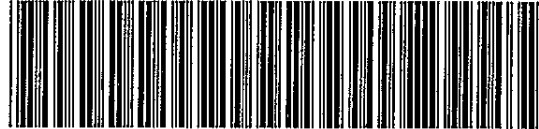
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

04 FEB -3 PM 12:21

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2/12/04
[Signature]

TRANSMITTAL LETTER

TO: Department Of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FROM: Michael W. Simon
120 East Palmetto Park Road
Suite 100
Boca Raton, FL 33432

RE: Articles of Amendment:
Porten Russell II, LLC
Document No. L03000021606

DATE: January 26, 2004

FILED
04 FEB -3 PM 12:21
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the Articles of Amendment for the above-referenced corporation. Also included is a check for :

xx \$35.00
(Filing Fee)

Please provide the original and one conformed copy of the Articles of Amendment to the address set forth above.

Thank you for your assistance.

AMENDMENT TO ARTICLES OF ORGANIZATION OF

**PORTEN RUSSELL II, LLC
a Florida limited liability company**

The Articles of Organization of PORTEN RUSSELL II, LLC (Document No. L03000021606), which were filed with the Florida Secretary of State on June 6, 2003, are hereby amended as follows:

1. Article V of the Articles of Organization is hereby amended and restated as follows:

ARTICLE V

The names and addresses of the Managers are:

Title: MGR
PR-PCE, LC, a Florida limited liability company
666 S. Military Trail
Deerfield Beach, Florida 33442

Title: MGR
MNR, LLC, a Florida limited liability company
172 N.E. 2nd Avenue
Delray Beach, Florida 33444

2. The Articles of Organization are hereby amended by the addition of the following:

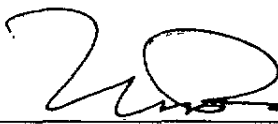
ARTICLE VII

Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

This Amendment to Articles of Organization shall be effective upon filing.

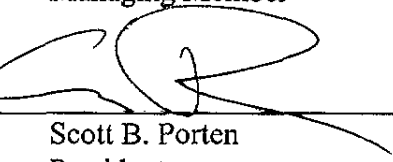
IN WITNESS WHEREOF, the undersigned has duly executed this Amendment to Articles of Organization in accordance with Section 608.411 of Florida Limited Liability Act on this the 23, day of January, 2004.

MNR, LLC, a Florida limited liability company

By: 
Morgan N. Russell
Its: Managing Member

PR-PCE, LC,
a Florida limited liability company

By: PORTEN DEVELOPMENT
CORPORATION, a Florida corporation
Its: Managing Member

By: 
Scott B. Porten
Its: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA