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PAVESE, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW

<http://paveselaw.com>

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CAPE CORAL, FLORIDA 33910-0088

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FAX (239) 542-8953

MICHAEL A. GENNARO
michaelgennaro@paveselaw.com

PLEASE REPLY TO
CAPE CORAL OFFICE

November 10, 2003

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

VIA FEDERAL EXPRESS

RE: BFG DEVELOPMENT, L.L.C.
Our File No. 85333.001

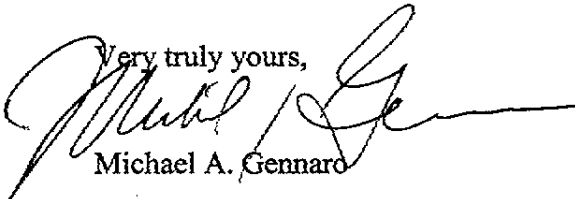
Dear Sir/Madam:

Enclosed herewith is a copy of the Statement of Consent in Lieu of a Special Meeting of Members of **BFG DEVELOPMENT, L.L.C.**, and the original and one copy of the Articles of Amendment to the Articles of Organization of **BFG DEVELOPMENT, L.L.C.**, together with our check in the amount of \$35.00 for your filing fee.

Please stamp and return a copy of the Articles of Amendment to the Articles of Organization in the enclosed postage paid return envelope.

Thank you for your assistance in this matter. If you have any questions, please feel free to contact me.

Very truly yours,



Michael A. Gennaro

MAG/lmf
Enclosures

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Amendment to
**ARTICLES OF ORGANIZATION OF
BFG DEVELOPMENT, L.L.C.**

Pursuant to Florida Statute 608.441, the undersigned adopt the following Amended and Restated Articles of Organization:

1. The name of the Limited Liability Company is BFG DEVELOPMENT, L.L.C.
2. BFG Development, L.L.C.'s Articles of Organization were originally filed with the Florida Department of State on the 13th day of June, 2003.

3. The following Amendments to the Articles of Organization were adopted by all of the members of the Limited Liability Company eligible to vote by the execution of a written statement manifesting their intention that such amendments be adopted, dated the 7th day of November, 2003 in the manner prescribed by Florida Law:

- a) Article 1 of the Articles of Organization is amended to read as follows:

The name of the Limited Liability Company is changed from **BFG DEVELOPMENT, L.L.C.** to **BBFG DEVELOPMENT, L.L.C.**

- b) Article III of the Articles of Organization is amended to read as follows:

There shall be four (4) initial members of this limited liability company, whose names, addresses and percentages of ownership are as follows:

Frank Gordon	25%
5602 Harbour Circle	
Cape Coral, FL 33914	

Barry Mitchell	25%
2153 Lochmoor Circle	
Cape Coral, Florida 33903	

George N. Davies, Jr.	25%
513 SW 49 th Lane	
Cape Coral, Florida 33914	

Robert Turner	25%
4912 SW 112 th Place	
Cape Coral, FL 33914	

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CLERK OF DISTRICT COURT
FLORIDA

4. The foregoing Amendments shall become effective and the Articles of Organization shall be deemed to be amended thereby upon the filing of these Amended and Restated Articles of Organization by the Florida Department of State.

IN WITNESS WHEREOF, the Limited Liability Corporation has caused these Amended and Restated Articles of Organization to be executed by all of its members on this 7 day of NOVEMBER, 2003.

Frank Gordon
Member and Managing Partner

Bob A. Tamm
Member

James H. Davies
Member

[Signature]
Member

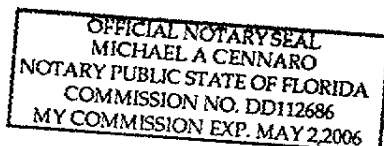
STATE OF FLORIDA)
COUNTY OF LEE)

☒ BEFORE ME, the undersigned authority, personally appeared FRANK GORDON
☐ who is personally known to me or ☐ who has produced Florida Driver License or ☐ _____
_____ as identification proving himself to be the person described in and who subscribed to the above Amended and Restated Articles of Organization, and who did not take an oath, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

WITNESS my hand and official seal this 7th day of November, 2003.

NOTARY SEAL

[Signature]
My Commission Expires: _____

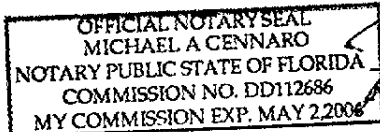


STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared BARRY MITCHELL ☒ who is personally known to me or ☐ who has produced Florida Driver License or ☐ _____ as identification proving himself to be the person described in and who subscribed to the above Amended and Restated Articles of Organization, and who did not take an oath, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

WITNESS my hand and official seal this 21st day of November, 2003.

NOTARY SEAL



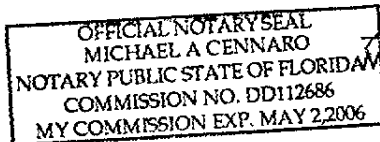
My Commission Expires: _____

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared ROBERT TURNER ☒ who is personally known to me or ☐ who has produced Florida Driver License or ☐ _____ as identification proving himself to be the person described in and who subscribed to the above Amended and Restated Articles of Organization, and who did not take an oath, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

WITNESS my hand and official seal this 21st day of November, 2003.

NOTARY SEAL



My Commission Expires: _____

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared GEROGE N. DAVIES, JR ☒ who is personally known to me or ☐ who has produced Florida Driver License or ☐ _____ as identification proving himself to be the person described in and who subscribed to the above Amended and Restated Articles of Organization, and

who did not take an oath, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

WITNESS my hand and official seal this 7th day of November, 2003.

NOTARY SEAL

OFFICIAL NOTARY SEAL
MICHAEL A CENNARO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD112686
MY COMMISSION EXP. MAY 2, 2006

Michael A. Cennaro
My Commission Expires: _____

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NOV 12 2003

NOTARY PUBLIC

**STATEMENT OF CONSENT IN LIEU OF A SPECIAL MEETING
OF MEMBERS OF
BFG DEVELOPMENT, L.L.C.**

The undersigned, constituting all the members of **BFG DEVELOPMENT, L.L.C.**, a Florida Limited Liability Company, waiving all requirements of notice, consent to the actions specified below and adopt the following resolutions by this written consent, without a meeting, pursuant to, Florida Statutes:

1. The Members of this Limited Liability Company hereby adopt an Amendment to the Articles of Organization of this Limited Liability Company hereby amending the Articles as follows:

Article 1 of the Articles of Organization is amended to read as follows:

The name of the Limited Liability Company is changed from **BFG DEVELOPMENT, L.L.C.** to **BBFG DEVELOPMENT, L.L.C.**

2. Article III of the Articles of Organization is amended to read as follows:

There shall be four (4) initial members of this limited liability company, whose names, addresses and percentages of ownership are as follows:

Frank Gordon	25%
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Cape Coral, FL 33914	

Barry Mitchell	25%
2153 Lochmoor Circle	
Cape Coral, Florida 33903	

George N. Davies, Jr.	25%
513 SW 49 th Lane	
Cape Coral, Florida 33914	

Robert Turner	25%
4912 SW 112 th Place	
Cape Coral, FL 33914	

3. The Managing Partner of the Limited Liability Company is directed to take all steps required to effect such Amendment and to file the same with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being all of the Members of BFG DEVELOPMENT, L.L.C., have executed this Consent this 7 day of NOVEMBER, 2003.

BFG DEVELOPMENT, L.L.C.

