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LIMITED LIABILITY AMENDMENT
TITUSVILLE INVESTMENT, LLC

Certificate of Status	1
Certified Copy	1
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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
TITUSVILLE INVESTMENT, LLC
(A FLORIDA LIMITED LIABILITY COMPANY)

FIRST: The date of filing of the Articles of Organization of Titusville Investment, LLC (the "Company") was June 20, 2003.

SECOND: Article II of the Articles of Organization is hereby modified and the following is substituted in its place:

The street address of the principal office of the Limited Liability Company is:
1809 Cheney Highway
Titusville, Florida 32780

THIRD: Article V of the Articles of Organization is hereby modified and the following is substituted in its place:

Managing Member: Titusville Management, Inc.
c/o Fred L. Fisher, President
5895 Windsor Court
Boca Raton, Florida 33496

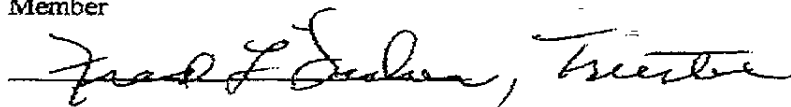
FOURTH: The following amendments to the articles of organization were adopted by the limited liability company:

1. The Company is prohibited from incurring indebtedness of any kind except for the mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Bear Stearns Commercial Mortgage, Inc. and its successors and assigns with respect to the Indebtedness ("Lender") and trade payables incurred in the ordinary course of business relating to the ownership and operation of 1809 Cheney Highway, Titusville, Florida 32780 (the "mortgaged property").
2. The Company is prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale and amendment of its articles of organization and operating agreement as long as the Indebtedness is outstanding.
3. The Company must at all times have at least one member which is a Special Purpose Entity corporation. Only the bankruptcy-remote special-purpose member may be designated as the "manager" of the Company and the Company will dissolve only on the bankruptcy of the manager.
4. The unanimous consent of the members is required to file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings.
5. The Company is required to:
 1. Maintain books and records separate from any other person or entity;
 2. Maintain its accounts separate from any other person or entity;
 3. Not to commingle assets with those of any other entity;

4. Conduct its own business in its own name;
 5. Maintain separate financial statements;
 6. Pay its own liabilities out of its own funds;
 7. Observe all partnership formalities;
 8. Maintain an arm's-length relationship with its affiliates;
 9. Pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
 10. Not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
 11. Not acquire obligations or securities of its partners, members or shareholders;
 12. Allocate fairly and reasonably any overhead for shared office space;
 13. Use separate stationery, invoices and checks;
 14. Not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
 15. Hold itself out as a separate entity;
 16. Correct any known misunderstanding regarding its separate identity; and
 17. Maintain adequate capital in light of its contemplated business operations.
6. A vote of a majority of the remaining members is sufficient to continue the life of the Company in the event of a termination event.
7. The Company shall not dissolve, liquidate or terminate upon the death, bankruptcy, insolvency, dissolution, liquidation, termination, resignation, removal or incapacity of any member.

Dated: July 22, 2003

Member



Fred L. Fisher, Trustee of the Fred L. Fisher
Revocable Trust dated June 10, 1986

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