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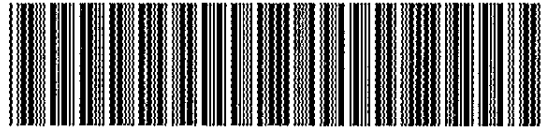
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUN 25 PM 12:26

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FF \$125
Ca 30

JOHNSTON & SASSER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

MAILING ADDRESS:

POST OFFICE BOX 997

BROOKSVILLE, FLORIDA 34605-0997

FAX: (352) 799-3187

DAVID C. SASSER
DARRYL W. JOHNSTON

29 50. BROOKSVILLE AVE.
BROOKSVILLE, FLORIDA
TELEPHONE: (352) 796-5123

4026 COMMERCIAL WAY
SPRING HILL, FLORIDA
TELEPHONE: (352) 688-7490

June 12, 2003

Division of Corporations
P. O. Box 6250
Tallahassee, FL 32314

VIA OVERNIGHT MAIL

Re: Majestic Oaks Partners, LLC
Quarry View Partners, LLC

Dear Sir or Madam:

Enclosed please find the following:

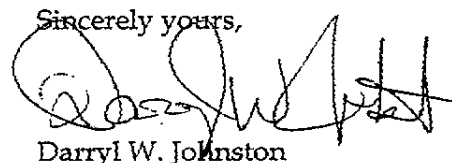
Articles of Amendment to Articles of Organization of Majestic Oaks Partners, LLC
to change the name of this entity to Quarry View Partners, LLC
Statement of Intent to Transfer Name of Majestic Oaks Partners, LLC to Newly Formed
LLC - see the new articles of organization for the new Majestic Oaks Partners, LLC
Articles of Organization of Majestic Oaks Partners, LLC - this is the new entity described in the
Statement of Intent
Resignation of Officers and Managers of Quarry View Partners, LLC

A check is enclosed in the amount of \$235.00 to be used as follows:

\$25.00	for the name change amendment
\$30.00	certified copy of the name change amendment
\$25.00	for the resignation of officers
\$155.00	for the filing of the new Majestic Oaks Partners, LLC articles, and a certified copy

Please be sure to file the name change amendment first and then use the statement of intent to allow us to use the Majestic Oaks Partners, LLC name again for the new entity. We confirmed this process with your office via email. Please call if there is anything else required to make the requested changes. If I am not available, please speak with my legal assistant, Brenda.

Sincerely yours,



Darryl W. Johnston

DWJ/bsj

cc: Quarry View Partners, LLC
Majestic Oaks Partners, LLC
enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF MAJESTIC OAKS PARTNERS, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Majestic Oaks Partners, LLC, and its principal office shall be located at 24060 Deer Run Road, Brooksville, Florida, 34601 with a mailing address of 24060 Deer Run Road, Brooksville, Florida 34601; but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To acquire properties for development including those in and about and contiguous to the Brooksville Golf & Country Club. It is the initial intent that these properties will be developed consistent with the actions and direction of the Managers

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TALLAHASSEE, FLORIDA

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and Members of the limited liability company. Nothing above is intended to limit the actions of the Members to conduct lawfully such other businesses it deems appropriate and to take such action as are necessary to carry out the actions of the Managers and Members.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference

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from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the Members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the Members of the limited liability company.

IV. MANAGEMENT

This limited liability company shall be managed by four managers. The names and addresses of the persons who shall serve until a successor is elected and qualified are: Thomas E. Bronson, 24060 Deer Run Road, Brooksville, FL 34601, J. Thomas Bronson, 23438 Deer Run Road, Brooksville, FL 34601, Neil F. Law, Jr., 23284 Croom Road, Brooksville, FL 34601, and Neil F. Law, III, 295 Sunset Drive, Brooksville, FL 34601. Members shall have the right to change the number of managers by majority consent.

V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new Members, or Limited Members as that term is defined in the operating agreement, by majority consent of Members. Limited Members shall not have voting rights or management rights, but are entitled to a distribution of profits and losses as provided in the operating agreement of the limited liability company. Contributions required of Members or Limited Members shall be determined as of the time of admission to the limited liability company.

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A Member's or Limited Member's interest in the limited liability company may not be sold or otherwise transferred except with the majority written consent of the Members or as provided in the Operating Agreement.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business.

VI. CAPITAL CONTRIBUTIONS

Capital contributions in the form of cash having a value of \$5,000.00 per membership interest shall be contributed to the limited liability company by the each of the four initial Members in equal shares. Neil F. Law, Jr., TBF Partners, William M. Johnson and Andy Langlois shall each contribute \$5,000.00 for one membership interest each. Additional contributions may be made as required for investment purposes, as determined by majority consent of the Members.

VII. PROFITS AND LOSSES

1. Profit Sharing. The Members and Limited Members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each Member and Limited Member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits as provided in the operating agreement. The distributive share of the profits shall be determined and paid to the Members and Limited Members as of December 31 of each year, unless otherwise agreed to by the Members.

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

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VIII. DURATION

This limited liability company shall have perpetual existence unless earlier dissolved in a manner provided by law, or as provided in the regulations adopted by the Members.

IX. CLASSES OF MEMBERS

The Members may create additional classes or groups of members having such rights, powers and duties as they may provided. The Operating Agreement may provide that any additional class or group of members shall have no voting rights or management rights.

X. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 24060 Deer Run Road, Brooksville, Florida, 34601 and the name of the company's initial registered agent at that address is Thomas E. Bronson.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Majestic Oaks Partners, LLC.

Executed by the undersigned at Brooksville, Florida, this 30 day of May, 2003.

TBF Partners, Ltd., a Texas Limited Partnership

By Thomas E. Bronson
Thomas E. Bronson, as General Partner
and President of TBF Management, LLC,
a Texas Limited Liability Company, its
General Partner

Neil F. Law, Jr.
Neil F. Law, Jr.

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CLERK OF DISTRICT COURT
HARRIS COUNTY, TEXAS

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Executed by the undersigned this 30 day of May, 2003.

William M. Johnson
William M. Johnson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:
Darryl W. Johnston, Esquire
Florida Bar No. 768286
Johnston & Sasser, P. A.
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Brooksville, Fl. 34605-0997
352/796-5123 (phone) 352/799-8187 (fax)

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Executed by the undersigned this 30 day of May, 2003.



Andrew P. Langlois

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned LLC organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the LLC is **MAJESTIC OAKS PARTNERS, LLC**
2. The name and address of the registered agent and office is:

Thomas E. Bronson, 24060 Deer Run Road, Brooksville, Florida, 34601

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Thomas E. Bronson

May 30, 2003
Date

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Florida Bar No. 768286
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