

L03000031225

2006 MAY 30 P 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

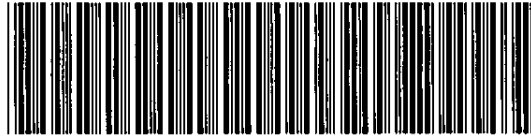
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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2006 MAY 30 P 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 12, 2006

EXIT REALY ESTATE PROPERTIES
ATTN: BILL BILTON
4122 PGA BLVD.
PALM BEACH GARDENS, FL 33410

SUBJECT: REALTY INTERNATIONAL, LLC
Ref. Number: L03000031225

We have received your document for REALTY INTERNATIONAL, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$25.00.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 706A00024868



EXIT REALTY ESTATE PROPERTIES

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2006 MAY 30 P 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 3, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Amendment to Articles of Organization of Realty International, LLC.

To Whom It May Concern:

Enclosed you will find Realty International LLC Articles of Amendment to Articles of Organization.

Please send confirmation upon receipt of this letter. Contact me with any questions at 561-267-4959.

Sincerely,

A handwritten signature in cursive script, appearing to read "Bill Bilton".

Bill Bilton
Broker / Owner

BB/sk

Enclosures



FILED
2006 MAY 30 P 3:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
REALTY INTERNATIONAL, LLC, a limited liability company ("Company")**
(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on August 20, 2003 and assigned document number L03000031225

SECOND: This amendment is submitted to amend the following:

Article IV be, and it hereby is amended to read as follows:

"Management by Members" – The Company is to be managed by its members whose names and addresses are as follows:

Name	Title	Address
William D. Bilton	Managing Member and/or Manager	3269 G. Community, Tallahassee, FL 32310
David E. Ernst	Managing Member and/or Manager	9040 Lakes Blvd West Palm Beach, FL 33412

All remaining provisions of the original Articles of Organization shall remain unchanged.

The foregoing amendments were adopted by the Managing Members of the Company on MARCH 28, 2006

Dated: March 28, 2006.

Bill Bilton
Signature of member or authorized representative of member

BILL BILTON
Typed or printed name of signee

CERTIFIED COPY OF RESOLUTION OF LIMITED LIABILITY COMPANY

WILLIAM D. BILTON, the initial managing member of **REALTY INTERNATIONAL, LLC**, a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida, does hereby certify that the following resolutions were duly adopted in accordance with the regulations of the Company by action taken in accordance with Articles of Organization of the Company:

RESOLVED: That any prior membership interest of the Company that the Company authorized to be issued and/or issued are cancelled and the new membership interest of the Company being issued are as follows:

WILLIAM D. BILTON	-	50 units (50% of the total issued membership interests of the Company)
DAVID E. ERNST	-	50 units (50% of the total issued membership interests of the Company)

FURTHER RESOLVED: That William D. Bilton and David E. Ernst are approved and/or verified as the managers and/or managing members of the Company.

FURTHER RESOLVED: That the Company execute, if needed, any and all documents, contracts, commitments, assignments, agreements and instruments required in order to consummate the said transaction, and that the Company perform any and all obligations and exercise any and all rights created under or by virtue of the said documents and instruments.

FURTHER RESOLVED: That the following respective incumbent officer of the Company is hereby authorized to execute on behalf of the Company all documents necessary to consummate the transactions set forth above:

WILLIAM D. BILTON, as Manager and/or Managing Member
DAVID E. ERNST, as Manager and/or Managing Member


I **FURTHER CERTIFY** that the meeting of the Members at which the foregoing resolution was adopted was regularly called and held in accordance with the articles and regulations of the Company and that said resolution has not been rescinded or countermanded.

DATED this 28 day of March, 2006.



WILLIAM D. BILTON, Manager and/or
Managing Member

Accepted and Approved:

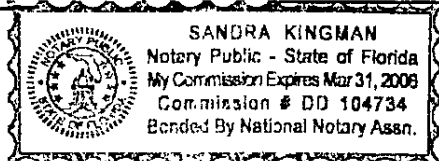


DAVID E. ERNST, Manager and/or
Managing Member

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

FILED

I hereby certify that the foregoing instrument was acknowledged before me this 28th day of MARCH, 2006, by David e. Ernst, as Director, President and Shareholder of Realty International, LLC, a Florida limited liability company, who is personally known to me or has produced _____ as identification and did not take an oath. E. FLORIDA

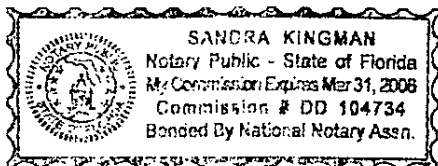


Sign: Sandra Kingman
Notary Public

Print: SANDRA KINGMAN
My commission expires: MARCH 31, 2006

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I hereby certify that the foregoing instrument was acknowledged before me this 28th day of MARCH, 2006, by William D. Bilton as Director, Vice President and Shareholder of Realty International, LLC, a Florida limited liability company, who is personally known to me or has produced _____ as identification and did not take an oath.



Sign: Sandra Kingman
Notary Public

Print: SANDRA KINGMAN
My commission expires: MARCH 31, 2006