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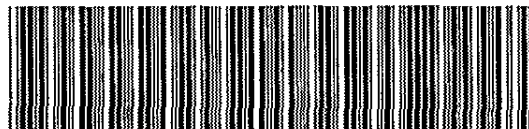
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN FEB 27 2004

LUTZ, WEBB & BOBO, P.A.
LAWYERS

J. ALLEN BOBO
JOHN R. DUNHAM, III
DAVID D. EASTMAN
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ALISON H. HASKINS
MARY R. HAWK
RICHARD P. LEE
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CHARLES W. TELFAIR, IV
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ONE SARASOTA TOWER
TWO NORTH TAMiami TRAIL
FIFTH FLOOR
SARASOTA, FLORIDA 34236
TELEPHONE: (941) 951-1800
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PLEASE REPLY TO: SARASOTA

TALLAHASSEE OFFICE:
2155 DELTA BOULEVARD
SUITE 210-B
TALLAHASSEE, FLORIDA 32303
TELEPHONE: (850) 521-0890
TOLL FREE: (877) 521-0890
FAX: (850) 521-0891

February 17, 2004

Via Fed Ex

Division of Corporations
Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Lakewood Ranch Arts Centre, LLC

Gentlemen:

Enclosed for filing please find an original and one copy of the signed Articles of Amendment to Articles of Organization of Lakewood Ranch Arts Centre, LLC. Please file the original and return a certified copy to me in the enclosed self-addressed stamped envelope. A check in the amount of \$43.75 is enclosed in payment of:

Filing fee	\$35.00
Certified copy	\$8.75

Thank you for your cooperation in this regard. Should you have any questions or comments, please do not hesitate to give me a call.

Very truly yours,

~~LUTZ, WEBB & BOBO, P.A.~~


John R. Dunham, III

JRD/hb
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
LAKEWOOD RANCH ARTS CENTRE, LLC**

The undersigned Corporation adopts the following Articles of Amendment to the Articles of Organization of Lakewood Ranch Arts Centre, LLC.

1. Article IV is hereby amended as follows:

The business of this limited liability company shall be conducted, carried on and managed by a sole manager designated herein below: The name and address of the Manager is:

S.S. Appel & Company, Inc.
1760 East Avenue
Sarasota, FL 34234

2. The Amendment to the Articles of Organization were adopted on the 6th day of February, 2004.
3. The Amendment was approved by unanimous consent of all the Members. The number of votes cast for approval were sufficient.

In all other respects, the Articles of Organization shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set out hands and seals this 6th day of February, 2004.

ATTEST:

LAKEWOOD RANCH ARTS CENTRE, LLC

By: Barbara B Appel
Barbara B. Appel, Managing Member

(Corporate Seal)

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