

W03 000053883

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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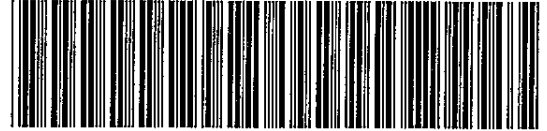
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

W03-53883
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Beckett Whitney Group at Beach, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Blake Thompson
(Name of Person)

BWG
(Firm/Company)

PO Box 7578
(Address)

St Pete FL 33734
(City/State and Zip Code)

For further information concerning this matter, please call:

Blake Thompson
(Name of Person)

at 727, 898 2900
(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

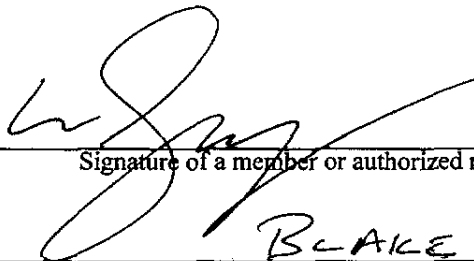
The Beckett Whitney Group at Beach, LLC
(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on 12-9-3 and assigned document number L3 000053883

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

1. Please change ALL addresses, except for the registered agent for service of process, to PO BOX 7598, St. Petersburg, FL 33734.
2. Please remove Peter Fischbach, as a Managing Member, from the Company pursuant to the Unanimous Written Action taken by all of the Members of the Company.
3. Please change Blake Thompson, to the Blake Whitney Thompson Company, LLC, as the Managing Member (with the address listed above).
4. Please confirm that Laura Thompson's Membership interest has been changed to LJT Investments, Inc.
5. Please confirm that NJ & Sons is a Member.
6. Please file the Articles of Amendment to Articles of Organization of The Beckett Whitney Group at Beach, LLC, enclosed.
7. Please file the Unanimous Written Action, enclosed.

Dated March 5, 05



Signature of a member or authorized representative of a member

BLAKE THOMPSON
Typed or printed name of signee

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**SECOND AMENDMENT TO OPERATING AGREEMENT FOR THE
BECKETT WHITNEY GROUP AT BEACH, LLC *Wk/a* THE BECKETT
WHITNEY GROUP, LLC
(A Florida Limited Liability Company)**

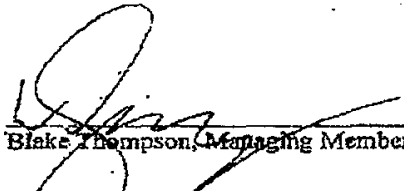
Notwithstanding any other provisions with the Operating Agreement, the following shall govern with respect to the Company's profit distribution and operations:

1. Investor Members of the Company shall be NJ & Sons and LJT Investments, Inc. (*Wk/a* Laura Thompson). Each Investor Member shall own 50% of the Company.
2. The Company is created solely to develop/improve the real property located at 640/650 Beach Drive NE, St. Petersburg, FL 33704.
3. Blake Thompson shall be a Managing Member.
4. Investor Members and Blake Thompson have unanimously agreed to TERMINATE any and all managerial functions or membership interests of Peter Fischbach in the Company on Jan 31, 2005 for misappropriation of funds, fraud, inadequate accounting, mismanagement, unseemliness, delay as well as other grounds that constitute just cause.
5. Blake Thompson and Peter Fischbach will remain guarantors on the construction loan from Signature Bank. Peter Fischbach will only be discharged from his obligations when the Company is repaid the large portion of the construction funds from Peter Fischbach and when Signature Bank permits the Company to substitute Peter Fischbach for another acceptable guarantor.
6. No development fees are to be taken from the construction loan, starting immediately.
7. The Beckett Whitney Group, LLC is TERMINATED as developer for malfeasance. The Development Contract between the Company and The Beckett Whitney Group, LLC was breached and the Company has terminated the agreement.


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8. The profits of the Company shall be split evenly between all NJ & Sons, LIT Investments, Inc., and Blake Thompson.

This Agreement is entered into, on this 1 day of March, 2005, in the City of St. Petersburg, the County of Pinellas, State of Florida.


Blake Thompson, Managing Member and Chief Executive Manager


LIT Investments, Inc., Investor Member


NJ & Sons, Investor Member

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**UNANIMOUS WRITTEN ACTION OF MEMBERS AND MANAGERS OF
THE BECKETT WHITNEY GROUP AT BEACH, LLC
(A Florida Limited Liability Company)**

The undersigned, being all the Members and Managers of The Beckett Whitney Group at Beach, LLC ("the Company") hereby execute this Unanimous Action in accordance with the Operating Agreement of the Company:

AGREED AND RESOLVED, that DeArmit Construction has been TERMINATED appropriately, and Wallace & Associates is being properly hired to replace the former.

AGREED AND RESOLVED, that Blake Thompson has the sole authority to authorize request distributions from the Signature Bank construction loan on behalf of the Company.

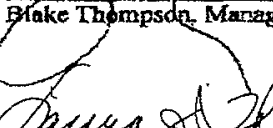
AGREED AND RESOLVED, the Members authorize Blake Thompson to execute the amendment to the Loan Agreement on behalf of the Company.

AGREED AND RESOLVED, the Members have terminated the contract with The Beckett Whitney Group, LLC (a/k/a The Beckett Whitney Group, LLC) for material breach.

AGREED AND RESOLVED, the Members have terminated Peter Fishbach as Managing Member for malfeasance, fraud and theft on January 31, 2005.

This Agreement is entered into, on this 1 day of March, 2005, in the City of St. Petersburg, the County of Pinellas, State of Florida.


Blake Thompson, Managing Member and Chief Executive Manager


LJT Investments, Inc., Investor Member


NJ & Sons, Investor Member

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