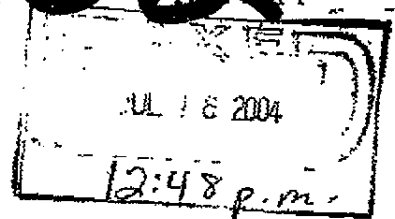


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LIMITED LIABILITY AMENDMENT
COASTAL CAPITAL VENTURE, LLC

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FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

July 16, 2004

COASTAL CAPITAL VENTURE, LLC
19 N. BOULEVARD OF THE PRESIDENTS
SUITE 405
SARASOTA, FL 34236US

SUBJECT: COASTAL CAPITAL VENTURE, LLC
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You need to file under a Florida limited liability company amendment.

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FAX AUDIT # H04-147594

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
COASTAL CAPITAL VENTURE, LLC

Pursuant to the provisions of Sections 608.407 and 608.411 of the Florida Statutes, this Florida limited liability company, Coastal Capital Venture, LLC, desiring to amend and restate its Articles of Organization in their entirety which were filed on December 31, 2003, does certify as follows:

"ARTICLE I - NAME

The name of the Company is COASTAL CAPITAL VENTURE, LLC.

ARTICLE II - DURATION

The duration of the Company is perpetual.

ARTICLE III - ADDRESS AND PLACE OF BUSINESS

The mailing address and street address of the principal place of the principal office of the Company in Florida is:

19 North Boulevard of the Presidents, Suite 405
Sarasota, Florida 34236

ARTICLE IV - PURPOSE

The purposes of the Company shall be to own, improve, operate, lease, manage, construct, develop, convert to condominiums, and sell (in parts or in one bulk sale transaction) real estate, either directly or indirectly, and any business related thereto or useful in connection therewith, and any other lawful business purpose or activity permitted by the Florida Limited Liability Company Act (the "Act"). The Company shall have all powers of a limited liability company as provided in the Act, including authorization to purchase, mortgage, sell, lease, manage, develop, convert to condominiums, construct, renovate, operate, improve, alter, transfer, joint venture or otherwise convey and encumber all or any portion of the Company's property at any time and from time to time, and to do all other things necessary or appropriate to carry out the foregoing purposes.

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2481
Any Bar #0436876

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ARTICLE V - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and address of the registered agent in Florida for the Company is as follows:

David M. Silberstein
720 South Orange Avenue
Sarasota, Florida 34236

ARTICLE VI - MEMBERS

The Company shall have such Members as may be admitted from time to time in accordance with these Amended and Restated Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company is to be manager-managed as provided in the Operating Agreement. The names and addresses of the managers, who will serve as managers until the first annual meeting of Members or until their successor or successors are elected and qualified, are as follows:

Brian Merritt	19 North Boulevard of the Presidents, Suite 405 Sarasota, Florida 34236
Joe R. Holloway	201 Montgomery Avenue Sarasota, Florida 34243
Gary C. Smith	201 Montgomery Avenue Sarasota, Florida 34243

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify each managing Member, manager and officer to the fullest extent permitted by the Florida Limited Liability Company Act."

Under penalties of perjury, I declare that I have read the foregoing Amended and Restated Articles of Organization and that the facts alleged are true, to the best of my knowledge and belief, and they have been duly executed this 14 day of July, 2004.


BRIAN MERRITT

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ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed registered agent of COASTAL CAPITAL VENTURE, LLC, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 608.415, Florida Statutes.

DATED this 15th day of July, 2004.



DAVID M. SILBERSTEIN, Registered Agent

DMS...coastal amended restated art

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