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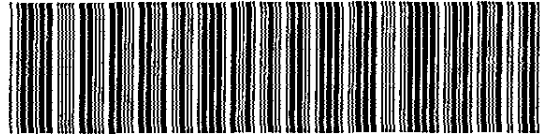
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TALLAHASSEE, FLORIDA

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W4-3792  
OR



January 22, 2004

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

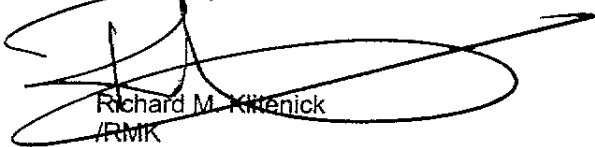
**Re: Amendment-Dunaway McKenzie, LLC**

To Whom It May Concern:

Enclosed herein please find a copy of the Minutes of Special Meeting, as well as the original Articles of Amendment to this Limited Liability Company, along with this firm's Check Number 14267 in the amount of THIRTY-FIVE & 00/100ths DOLLARS (\$35.00) to cover filing fees.

Should the same meet with the Department's approval, please file the same of record as soon as possible.

Yours truly,



Richard M. Kittenick  
/RMK

Enclosures as stated

c: client (w/encs.)

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**AMENDMENT TO ARTICLES OF ORGANIZATION**

**OF**

**DUNAWAY MCKENZIE, LLC**

The Articles of Organization of Dunaway McKenzie, LLC are hereby amended as follows:

**ARTICLE VII - COMPOSITION OF MANAGEMENT**

This limited liability company shall be managed by the Managing Member during its existence and no other person or individual shall have the right to so manage this limited liability company unless the Managing Member resigns, voluntarily retires or consents in writing to a new Manager hereinafter named (unless otherwise removal of a Member is compelled by law). Accordingly, this limited liability company is to be as Member-Managed Company as set forth in Chapter 608.407, Florida Statutes, and shall be so managed as set forth above. Additionally, this Company shall remain managed so as to comply with all applicable Florida Real Estate Commission standards governing the same, as set forth in Chapter 475, Florida Statutes. In the event that all aforementioned Managing Member is unable to serve as Manager due to resignation, retirement or otherwise, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this limited liability company and Chapter 475, Florida Statutes, or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this limited liability company.

In accordance with the foregoing, the name and address of the initial Managing Member of this limited liability company is:

**Name of Member**

**John P. McKenzie**

**Address**

**1400 Virginia Street  
Key West, FL 33040**

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or any successor section), except as provided in the Operating Agreement, the Managing Member shall have sole discretion in making decisions pertaining to any sale, lease, mortgage, renovation, classification, use or any other matter related to the Company's ownership of any real property; as well as to distributions to Members from this limited liability company; as well as any matter pertaining to the operation of the real estate

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brokerage company, provided, however, that in all events, the Managing Member shall comply with the terms of the Operating Agreement pertaining to any required distributions to Members so as to make distributions consistent with the requirements of such Operating Agreement.

All other provisions of the original Articles of Organization not amended herein shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed this Amendment to Articles of Organization on this 15<sup>th</sup> day of January, 2004.

**DUNAWAY MCKENZIE, LLC**

By: \_\_\_\_\_

Jeffrey Dunaway, Member

By: \_\_\_\_\_

John P. McKenzie, Managing Member

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