

L04000018457

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2004 AUG 31 PM 12:10

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TURNER & LYNN, P.A.
ATTORNEYS AT LAW

Vernon W. Turner (1917-2000)
Sandra T. Lynn
John Michael Lynn

830 N. Krome Avenue
Homestead, Florida 33030
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Please reply to:
Key Largo office _____
Homestead office XXX

41 Harbour House
Key Largo, Florida 33037
Telephone: (305) 367-3004

July 23, 2004

Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Eisenbrey Sale to Rance King Properties, Inc.

Gentlemen:

Enclosed please find the following original documents:

1. Resignation of Member, Managing Member or Manager.
2. Assignment of Member's Interest.
3. Member's Action by Unanimous Consent Without a Meeting.
4. Check made payable to Florida Department of State in the amount of \$25.00.

If you have any questions, please do not hesitate to contact me.

Very Truly Yours,

TURNER & LYNN

BY:


SANDRA T. LYNN, ESQ.

STL/adw
Enclosures

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2004 AUG 31 P 12:00
SECRETARY OF STATE
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 29, 2004

SANDRA T. LYNN, ESQ.
TURNER & LYNN, P.A.
830 N. KROME AVENUE
HOMESTEAD, FL 33030

SUBJECT: CINNAMON BARK LANE, LLC
Ref. Number: L04000018457

We have received your document for CINNAMON BARK LANE, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted two different types of amendments for filing in our office. If you will complete the attached amendment form and combine everything into one filing you can for the fee of \$25.00. If you want to file the resignation separate you will still have to complete the amendment form to file the other two things you submitted with an additional fee of \$25.00. Please advise.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 904A00047725

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

Cinnamon Bark Lane, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on March 10, 2004 and assigned document number L04000018457.

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

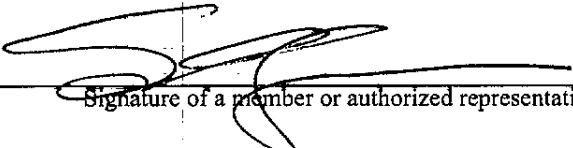
Resignation of Member, Managing Member or Manager
Members Action by Unanimous Consent without a Meeting
Assignment of Member's Interest

2004 AUG 31 P 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Dated

Aug 25, 2004.



Signature of a member or authorized representative of a member

Sandra T. Lynn, Esq.

Typed or printed name of signee

Filing Fee: \$25.00

**MEMBERS ACTION BY UNANIMOUS CONSENT
WITHOUT A MEETING OF**

Cinnamon Bark Lane, LLC

The undersigned, presently being all the members representing 100% of the Relative Capital Account Vote which includes all the members who would be entitled to vote upon the actions hereinafter set forth at a formal joint meeting of the members of Cinnamon Bark Lane, LLC (Company) do hereby consent to the following actions to the same extent, and to have the same force and effect as if adopted at a formal special meeting of the members of said company.

RESOLVED that the Company accept the resignation of its managing member, 1031 EXCHANGE CORPORATION, by Susan N. Mills, Vice President, and

FURTHER RESOLVED, that John R. Eisenbrey, Jr. be named the new managing member of the Company.

The undersigned further directs the Company to accept the offered cancellation of the 1031 EXCHANGE CORPORATION membership certificate and directs Susan N. Mills, Vice President of Managing Member, prior to resignation as Managing Member, to issue a new certificate representing 100% of the Relative Capital Account Vote to John R. Eisenbrey, Jr. as of the date of this action without a meeting.

The undersigned do hereby consent and affirm that the actions set forth in the foregoing resolution shall have the same force and effect as if taken at a duly constituted meeting of the members of the Company and that this document be filed with the new managing members of the Company and shall be made a part of the minutes of the Company.

Dated:

7/21/02

Exchangor:

John R. Eisenbrey, Jr.

Accommodation Titleholder:

Cinnamon Bark Lane, LLC

By: 1031 Exchange Corporation
Managing Member

Susan N. Mills, Vice President

Michelle Vanella

FILED
2002 AUG 1
TALLAHASSEE
SECRETARY OF STATE

ASSIGNMENT OF MEMBER'S INTEREST

THIS AGREEMENT, made and entered into at Palm Beach County, Florida this 29 day of July, 2004 by and between Cinnamon Bark Lane, LLC, a Florida limited liability company, as Assignor, hereinafter called "First Party", and John R. Eisenbrey, Jr., as Assignee, hereinafter called "Second Party".

WITNESSETH

That the First Party, for Ten Dollars (\$10.00) and other good and valuable considerations to them in hand paid simultaneously with the execution and delivery of these presents by the Second Party, the receipt whereof is hereby acknowledged, have granted, bargained, sold, assigned, transferred, set over and delivered, and by these presents do grant, bargain, sell, assign, transfer, set over, and deliver unto the Second Party, 100% of the ownership interest owned by Assignor in Cinnamon Bark Lane, LLC.

The First Party hereby represents unto the Second Party, and covenants and agrees with the Second Party as follows:

- (a) First Party, the owner of the membership interest in Cinnamon Bark Lane, LLC has full power and lawful authority to effect the sale and transfer; and
- (b) That the First Party, as the sole member in Cinnamon Bark Lane, LLC, is not in default under any of the terms, conditions and provisions contained in said Company's Articles of Organization or its Regulations.

Second Party expressly accepts and assumes all of the terms, covenants, conditions, obligations and liabilities of membership in Cinnamon Bark Lane, LLC to be kept and performed by First Party, from and after the date of this Agreement, and further agrees to execute a Uniform Business Report which will be filed with the Department of State, State of Florida.

IN WITNESS WHEREOF, the parties have hereto affixed their hands and seals at the place, on the day and year herein above written.

Witnesses:

First Party

Cinnamon Bark Lane, LLC
By: 1031 Exchange Corporation
Managing Member



Susan N. Mills, Vice President



Second Party



John R. Eisenbrey, Jr.