

L04 000021121

Beach Biz, LLC
ADvantage
OUTDOOR ADVERTISING, LLC
Donald C. Sanyal

360 Beachside Drive, Carillon Beach, FL 32413

(City/State/Zip/Phone #)

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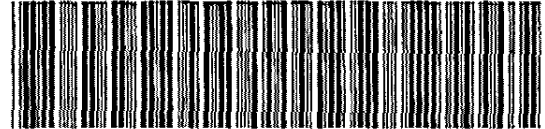
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BROWN MAY 19 2004

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

BEACH BIZ, LLC
(Present Name)
(A Florida Limited Liability Company)

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FIRST: The date of filing of the articles of organization was March 18, 2004

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

Article V shall be amended to reflect the following:

Effective May 3, 2004, Steven W. Hickox and Christopher T. Sayre resign as the Managing Member and Member, respectively, of Beach Biz, LLC and relinquish all rights in Beach Biz, LLC, in accordance with the ASSIGNMENT OF MEMBERSHIP INTERESTS IN LIMITED LIABILITY COMPANY dated May 3, 2004, which document is attached hereto and made a part hereof.

Effective May 3, 2004, Donald C. Danysh and Linda V. Danysh assume the Managing Member and Member titles, respectively, for Beach Biz, LLC, each at the following address: 360 Beachside Drive, Carillon Beach, FL 32413.

Dated May 3, 2004


Signature of a member or authorized representative of a member

Donald C. Danysh

Typed or printed name of signee

Filing Fee: \$25.00

ASSIGNMENT OF MEMBERSHIP INTERESTS IN LIMITED LIABILITY
COMPANY

This Agreement is entered into this 3rd day of May, 2004 between Beach Biz, LLC assignor and Donald C. Danysh and Linda V. Danysh as assignees.

WHEREAS: Steven W. Hickox and Christopher T. Sayre are the organizers and sole members of Beach Biz, LLC, a Florida limited liability company, and

Whereas: Beach Biz, LLC is indebted to Donald C. Danysh and Linda V. Danysh in the amount of \$150,102.64 and to Trustmark National Bank in the amount of \$1,099,800.00, and

Whereas: Beach Biz, LLC is desirous of relief of said indebtedness, and

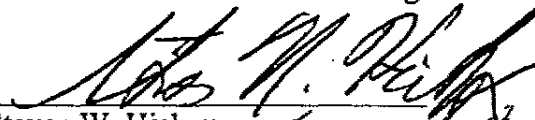
Whereas Donald C. Danysh and Linda V. Danysh are willing to forgive said indebtedness due to them from Beach Biz, LLC and to assume said indebtedness due to Trustmark National Bank in exchange for all of the assets of Beach Biz, LLC.

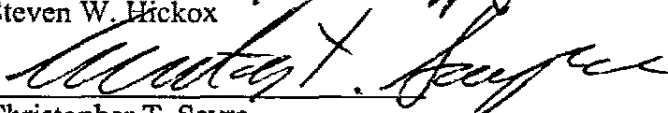
Now therefore in consideration of the mutual promises exchanged herein the parties agree as follows:

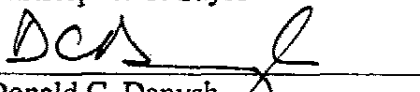
1. Beach Biz, LLC represents that its only asset is real property known as: Block u, Lot 3, Carillon Beach, FL. Beach Biz, LLC represents that the only encumbrances on its assets are the above referenced obligations to Donald C. Danysh and Linda V. Danysh and to Trustmark National Bank. Beach Biz, LLC, Steven W. Hickox and Christopher T. Sayre agree to indemnify Donald C. Danysh and Linda V. Danysh from any other liabilities incurred prior to this date by Beach Biz, LLC.
2. Donald C. Danysh and Linda V. Danysh agree to indemnify Steven W. Hickox and Christopher T. Sayre from any obligations of Beach Biz, LLC incurred after the date of this agreement.
3. Steven W. Hickox and Christopher T. Sayre hereby assign all of their rights as members of Beach Biz, LLC to Donald C. Danysh and Linda V. Danysh. Donald C. Danysh and Linda V. Danysh shall, henceforth, each be a fifty percent member in Beach Biz, LLC. Steven W. Hickox and Christopher T. Sayre resign as members of Beach Biz, LLC and relinquish all authority to act for Beach Biz, LLC.
4. Donald C. Danysh and Linda V. Danysh agree to forgive the obligations of Beach Biz, LLC, referenced above and, Donald C. Danysh and Linda V. Danysh agree to assume and agree to pay the obligations of Beach Biz, LLC to Trustmark National Bank.
5. It is the express intent of this agreement to make the real property owned by Beach Biz, LLC a replacement property in the IRC section 1031 exchange currently in


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process for Donald C. Danysh and Linda V. Danysh. Beach Biz, LLC should therefore be treated as a disregarded entity for Federal income tax purposes.


Steven W. Hickox


Christopher T. Sayre


Donald C. Danysh


Linda V. Danysh

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