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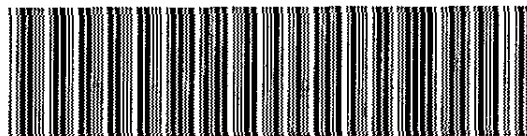
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9/7/06
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J. BRYAN SEP - 7 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SBC Enterprises, 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:

Shuli Leonard
(Name of Person)

Bakeman Harden
(Firm/Company)

300 East Park Avenue
(Address)

Tallahassee, FL 32301
(City/State and Zip Code)

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For further information concerning this matter, please call:

Shuli Leonard at (850) 521-1355
(Name of Person) (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)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED ARTICLES OF REORGANIZATION OF
SBC ENTERPRISES, LLC**

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The undersigned adopts the following Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The following articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **SBC ENTERPRISES, LLC**, and its principal office shall be located at **300 East Park Avenue, TALLAHASSEE, FL 32301**.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in real estate investment activities.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited to restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the managing member of this limited liability company.

This Article may be amended from time to time in the regulations of the limited liability company be a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by FREDERICK LEO BATEMAN, JR., whose address is 300 EAST PARK AVENUE, TALLAHASSEE, FL 32301.

ARTICLE V

MEMBERSHIP RESTRICTIONS

All members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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ARTICLE VI

MEMBERS OWNERSHIP PERCENTAGES

The amended ownership percentage in this limited liability company follows:

- FREDERICK L. BATEMAN, JR. - 100%

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ARTICLE VII

PROFITS AND LOSSES

Profit Sharing. Each member shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company, in accordance with their percentage of ownership.

Article VIII

DURATION

This limited liability company shall exist in perpetuity or until dissolved in a manner provided by law, or as provided in regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 300 EAST PARK AVENUE, TALLAHASSEE, FL 32301 and the name of the company's initial registered agent is FREDERICK LEO BATEMAN, JR.

The undersigned, being the managing members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of SBC ENTERPRISES, LLC.

Executed by the undersigned at Tallahassee, Florida on this ____ day of August, 2006.

WITNESSES

Shirley Leonard
Al H

[Signature]
FREDERICK L. BATEMAN, JR.

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**STATE OF FLORIDA
COUNTY OF LEON**

BEFORE ME, the undersigned authority, personally appeared FREDERICK L. BATEMAN, JR., who is known to me to be the person who executed the foregoing Amended Articles of Organization or who has produced *[Signature]* as identification, and acknowledge before me that he made and subscribed the same for the purposes therein mentioned and set forth.

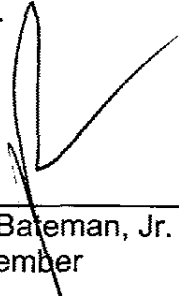
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this ____ day of August, 2006.

Cathy Steeth
NOTARY PUBLIC
Commission # DD269186
Expires November 29, 2007
Bonded Troy Farm Insurance Inc. 800-385-7019

CERTIFICATE OF REGISTERED AGENT

SBC ENTERPRISES, LLC, located at 300 EAST PARK AVENUE, TALLAHASSEE, FL 32301, names Frederick L. Bateman, Jr., as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is 300 East Park Avenue, Tallahassee, Florida 32301.

DATED this 17 day of August, 2006.

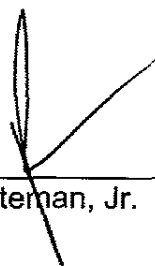


Frederick L. Bateman, Jr.
Managing Member

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Having been named as Registered Agent and to accept service of process for the above-named limited liability company at the address designated in this certificate, I do hereby accept the appointment as Registered Agent and agree to act in this capacity.

DATED this 17 day of August, 2006.



Frederick L. Bateman, Jr.

SBC ENTERPRISES, LLC
MINUTES OF SPECIAL MEETING

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A meeting was held on April 12, 2006 where it was agreed that Frederick L. Bateman, Jr. would assume ownership of Jeff Swank's membership in SBC ENTERPRISES, LLC. By virtue of these transfer, Frederick L. Bateman, Jr. would transfer his interest in Plantation Beach Properties, LLC to Jeff Swank. This is a like-kind exchange. Frederick L. Bateman, Jr. agrees to have Jeff Swank's name removed from all notes regarding the property owned by SBC ENTERPRISES, LLC and will indemnify and hold Jeff Swank harmless for all liabilities thereto. Jeff Swank will forward to Frederick L. Bateman, Jr. all financial documents related to the SBC ENTERPRISES, LLC property.

Frederick L. Bateman, Jr. will also acquire the shares owned by Patricia Chin for the amount of \$10,000 subject to Patricia Chin (1) getting the loan secured at First National Bank of Florida, (2) getting all relevant corporate and business documents to Frederick L. Bateman, Jr., (3) introducing Frederick L. Bateman, Jr. to the rental association, and (4) helping Frederick L. Bateman, Jr., get the financials on his computers. ENTERPRISES, LLC property she has to Frederick L. Bateman, Jr. Frederick L. Bateman, Jr., agrees to have Patricia Chin's name removed from all notes regarding the property owned by SBC ENTERPRISES, LLC and will indemnify and hold Patricia Chin harmless for all liabilities. Patricia Chin will forward all other documents regarding the SBC ENTERPRISES, LLC.

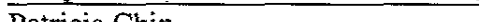
DATED this 12th day of April, 2006.



Jeff Swank



Frederick L. Bateman, Jr.



Patricia Chin