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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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DIVISION OF CORPORATIONS

LIMITED LIABILITY AMENDMENT

GAP PROPERTIES LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 JUL -1 A 9 05

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted July 2, 2004 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: GAP Properties LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on June 1, 2004.

Article III. Address

The Company's street and mailing address is:

GAP Properties LLC
136 SW Cabana Point Circle
Stuart FL 34994

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

George F. Besemer
136 SW Cabana Point Circle
Stuart FL 34994 UNITED STATES

Charles E. Geary I FL Bar Member
27 East Ocean Blvd.
Stuart FL 34994
772-288-4357

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a manager-managed company. The name of each manager is:
GEORGE F. BESEMER
136 SW Cabana Point Circle Stuart FL 34994

Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

GAP Properties LLC

By: [Signature]
by T. Back as attorney-in-fact

Name: George F. Besemer

Title: Manager

Date: July 2, 2004

Charles E. Geary | FL Bar Member
27 East Ocean Blvd.
Stuart FL 34994
772-288-4357

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:


GAP Properties LLC

REGISTERED AGENT/OFFICE:

**George F. Besemer
136 SW Cabana Point Circle
Stuart FL 34994**

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



GEORGE F. BESEMER
by T. Bacz as attorney-in-fact

Date: July 2, 2004

**Charles E. Geary | FL Bar Member
27 East Ocean Blvd.
Stuart FL 34994
772-288-4357**

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