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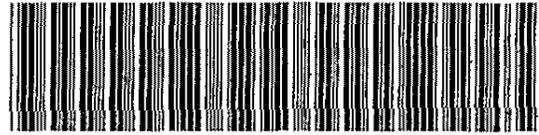
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ANDREWS & DAVIS
ATTORNEYS AT LAW
THE PROFESSIONAL BUILDING
694 BALDWIN AVENUE, SUITE 1
POST OFFICE BOX 705
DEFUNIAK SPRINGS, FLORIDA 32435

ANGUS G. ANDREWS
MARK D. DAVIS

TELEPHONE (850) 892-5838
FACSIMILE (850) 892-5837

October 19, 2004

The Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: Choctawhatchee-Walton, LLC
Amendment to Articles of Organization

Dear Division of Corporation:

Enclosed is an original and one copy of the Amendment to the Articles of Organization for the above referenced limited liability company. A check in the amount of \$30.00 is enclosed for the filing fee for the amendment and a copy of the certificate of status.

Thank you for your prompt attention to this matter. If you have any questions or concerns, please do not hesitate to contact me.

Regards,



Mark D. Davis
Andrews & Davis

MDD.sjd

Enclosure(s)

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ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION OF
CHOCTAWHATCHEE-WALTON, LLC, a Florida Limited Liability Company

THIS IS TO CERTIFY THAT:

FIRST: This Article amends the Articles of Organization of Choctawhatchee-Walton, LLC;

SECOND: The Articles of Organization were originally filed with the Florida Department of State, Secretary of State, on July 12, 2004;

THIRD: The Articles of Organization are hereby and shall be amended to state the name, address, and percentage ownership interest of its members. The members are as follows:

<u>MEMBER</u>	<u>ADDRESS</u>	<u>INTEREST %</u>
JAMES F. ANDERS, II	10 Cove Creek Lane Panama City Beach, Fl 32413	50%
EMMETT F. HILDRETH, JR.	Post Office Box 1673 Santa Rosa Beach, Florida 32459	5%
GREGORY G. BOREE	2425 Hopkins Street Orange Park, Florida, 32073	20%
TIMOTHY S. RITCH	4362 DaVinci Avenue Jacksonville, Florida, 32210	20%
NIKOLAOS T. KAVALIEROS	9148 Spindletree Way Jacksonville, Florida 32256	10%

FOURTH: The undersigned agree that the Articles of Organization shall be and are amended to reflect the names and respective interests of the members of CHOCATAWHATCHEE-WALTON, LLC, as noted in the previous paragraph.

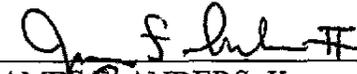
FIFTH: The Limited Liability Company is to be managed by the members.

SIXTH: The Registered Agent for the L. L. C. shall be: Mark D. Davis, 694 Baldwin Avenue, Suite 1, P. O. Box 705, DeFuniak Springs, Florida 32435.

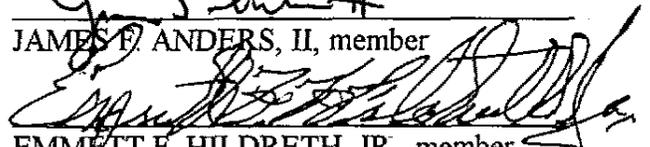
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IN WITNESS WHEREOF, this Article of Amendment of Organization of Choctawhatchee-Walton, LLC; has been duly executed and is being filed in accordance with Section 608.411 F.S., this 19th day of October, 2004.



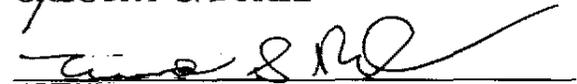
JAMES F. ANDERS, II, member



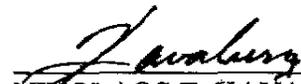
EMMETT F. HILDRETH, JR., member



GREGORY G. BOREE



TIMOTHY S. RITCH



NIKOLAOS T. KAVALIERE

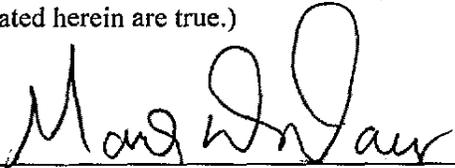
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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT
of
CHOCTAWHATCHEE-WALTON, LLC, a Florida Limited Liability Company

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this change constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Signature of Registered Agent

Mark D. Davis
Typed or printed name of signee

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