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TO: Registration Section Division of Corporations SUBJECT: ZUPA REAL ESTATE OF ST. ARMANDS, LLC. (Name of Limited Liability Company) Dear Sir or Madam: The enclosed Resignation of Member, Managing Member or Manager and fee(s) are submitted for filing. Please return all correspondence concerning this matter to the following: Andre R. Perron (Name of Person) 2808 Manatee Avenue West. (Firm/Company) (Address) Brdenton, FL 34205 (City/State and Zip Code) For further information concerning this matter, please call: Andre R. Perron (Area Code & Daytime Telephone Number) (Name of Person) STREET/COURIER ADDRESS: **MAILING ADDRESS:** Registration Section Registration Section Division of Corporations Division of Corporations Clifton Building P.O. Box 6327 2661 Executive Center Circle Tallahassce, Florida 32314 Taliahassee, Florida 32301 Enclosed is a check for the following amount: ✓ \$25 Filing Fee \$55 Filing Fee & Certified Copy CR2E079 (8/05)

AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF ZUPA REAL ESTATE OF ST. ARMANDS, LLC.

The undersigned hereby execute and acknowledge the following Amended Articles of Organization for the purpose of forming a limited liability company under ZUPA REAL ESTATE OF ST. ARMANDS, LLC.

1. The name of the Limited Liability Company is:

Zupa Real Estate of St. Armands, LLC

2. The street address of the Limited Liability Company is

301 John Ringling Boulevard Sarasota, FL 34236

3. The name of the Registered Agent for service of process is

Andre R. Perron, Esquire 2808 Manatee Avenue West Bradenton, FL 34205

4. The name and business address of each organizer is

BURT ZUPA 301 John Ringling Boulevard Sarasota, FL 34236

5. The management of ZUPA REAL ESTATE OF ST. ARMANDS,

LLC., shall be vested pursuant to an operating agreements in the following

manger, who shall be appointed by the members. The name and street address

of the manager is as follows:

Robert Norwine 22 Avenue of the Flowers Longboat Key, FL 34228

The right of the Manager are defined and restricted by the Operating Agreement.

- 6. In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event that terminates the contained membership of a member is ZUPA REAL ESTATE OF ST. ARMANDS LLC., the remaining members have the right under the operating agreement to continue the business of ZUPA REAL ESTATE OF ST. ARMANDS, LLC.,
- 7. A Member's interest in ZUPA REAL ESTATE OF ST. ARMANDS, LLC., may be evidenced by a Certificate of Membership interest signed by ZUPA REAL ESTATE OF ST. ARMANDS, LLC., which may be assigned or transferred. The right to assign or transfer a member's interest in ZUPA REAL ESTATE OF ST. ARMANDS, LLC., is limited by the provisions of the Operating Agreement.

DATED this \angle / \angle day of October, 2005.

PA REAL ESTATE OF ARMANDS, LLC. Burt Zupa Member	DIVIJION OF CORPORAT	2005 OCT 7 PM : 5	r L m D
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