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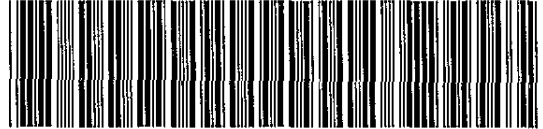
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05 SEP 26 AM 9:35

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TALLAHASSEE, FLORIDA

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05 SEP 25 PM 4:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 617808 82724A

AUTHORIZATION

COST LIMIT : \$ 25.00

Patricia R. Rist

FILED
05 SEP 26 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 26, 2005

ORDER TIME : 3:52 PM

ORDER NO. : 617808-005

CUSTOMER NO: 82724A

CUSTOMER: Mr. Michael Durant
Conroy Conroy & Durant, P.a.
Suite 1201
2210 Vanderbilt Beach Road
Naples, FL 34109

DOMESTIC AMENDMENT FILING

NAME: LA STRADA DEVELOPMENT, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Jamela Fordyce -- EXT# 2936

EXAMINER'S INITIALS: _____

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
LA STRADA DEVELOPMENT, LLC
a Florida limited liability company**

FILED
05 SEP 26 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST:** The date of filing of articles of organization was September 3, 2004.
- SECOND:** The following amendment to the Articles of Organization was adopted by the limited liability company:

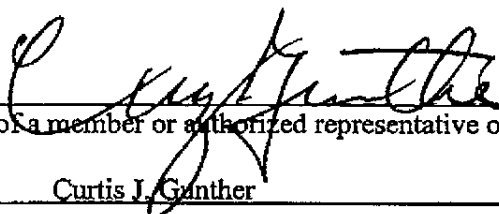
Article I, is hereby amended by the deletion of the following name:

LA STRADA DEVELOPMENT, LLC

and the substitution of the following name:

IL REGALO DEVELOPMENT, LLC

Dated: June 10, 2005.



Signature of a member or authorized representative of a member

Curtis J. Ganther

WAIVER OF NOTICE OF MEETING OF MEMBERS
OF
LA STRADA DEVELOPMENT, LLC

We, the undersigned, being all of the Members of the LA STRADA DEVELOPMENT, LLC ("Company"), hereby agree and consent that the Meeting of Members of the Company be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by any shareholder present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: 809 Walkerhill Rd #6
Naples FL 34110

Date of Meeting: 10 June 05


Time of Meeting: 10:00 AM

Purpose of Meeting: Name change of company (Il Regalo Development, LLC)

Date: 15 June 05

MEMBERS:


Curtis J. Gunther, Member


Don J. Gunther, Member


Carlos A. Bayer, Member

**SECOND AMENDMENT TO THE OPERATING AGREEMENT
OF
LA STRADA DEVELOPMENT, LLC**

This SECOND AMENDMENT TO THE OPERATING AGREEMENT OF LA STRADA DEVELOPMENT, LLC ("Second Amendment") is made as of this 10 day of JUNE, 2005, by and among LA STRADA DEVELOPMENT, LLC ("Company") and all persons who on this date are Members of the Company.

BACKGROUND

A. The Company, in accordance with the Certificate of Amendment to Articles of Organization of La Strada Development, LLC, which Certificate of Amendment changed the name of the Company, desires to reflect the same name change in the Operating Agreement of the Company.

NOW, THEREFORE, in consideration of the mutual covenants and conditions herein contained, each of the parties hereto agrees as follows:

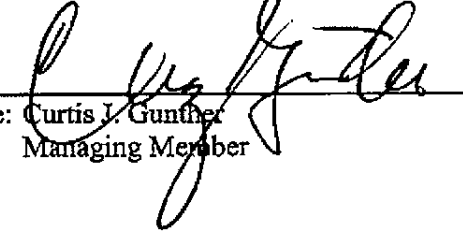
TERMS OF AGREEMENT

1. The above recitals are true and correct and are incorporated herein by reference.
2. The Company and all persons who on this date are Members of the Company hereby agree that the name "Il Regalo Development, LLC" shall substitute and replace every instance in the Operating Agreement where the name "La Strada Development, LLC" is referenced.
3. All other terms and provisions of the Company's Operating Agreement shall remain in full force and effect.
4. This Second Amendment may be executed in several counterparts, transmitted via electronic communication, each constituting a duplicate original, but all such counterparts constituting one and the same Second Amendment.

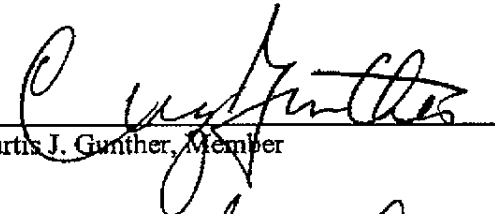
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

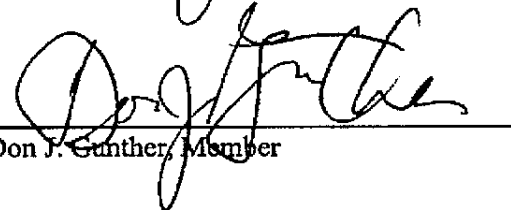
ACCEPTED AND AGREED TO BY:


**LA STRADA DEVELOPMENT, LLC, a
Florida limited liability company**

By: 
Name: Curtis J. Gunther
Title: Managing Member

MEMBERS:


Curtis J. Gunther, Member


Don J. Gunther, Member


Carlos A. Bayer, Member

UNANIMOUS CONSENT OF MEMBERS

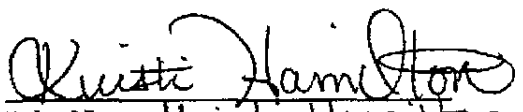
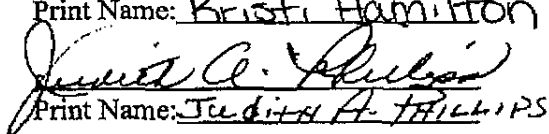
The undersigned, being all of the Members of LA STRADA DEVELOPMENT, LLC, a Florida limited liability company ("Company"), do hereby consent to the adoption of the following resolutions pursuant to the provisions of Chapter 608 of the Florida Statutes:

WHEREAS, the Company has discussed the following documents: Certificate of Amendment to Articles of Organization of La Strada Development, LLC (a copy of which is attached hereto as Exhibit "A"); Second Amendment to Operating Agreement of La Strada Development, LLC (a copy of which is attached hereto as Exhibit "B"); and Waiver of Notice of Meeting of Members of La Strada Development, LLC (a copy of which is attached hereto as Exhibit "C"); and all other transactions, exhibits, schedules, ancillary documents, and other instruments contemplated thereunder (collectively, "La Strada Documents"); it is hereby

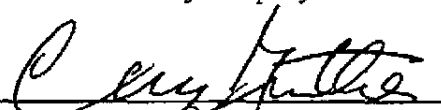
RESOLVED, that the Company hereby ratifies and approves the La Strada Documents.

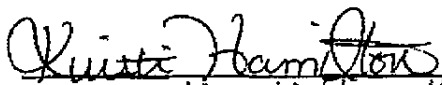
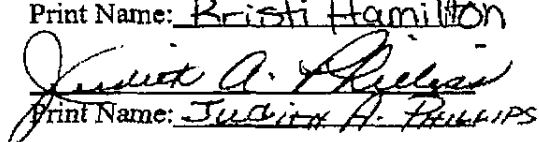
AGREED, that this document may be executed in several counterparts, transmitted via electronic communication and facsimile, each constituting a duplicate original, but all such counterparts constituting one and the same document.

IN WITNESS WHEREOF, the undersigned, consisting of all the Members of La Strada Development, LLC have executed this consent as of the 14 day of June, 2005.

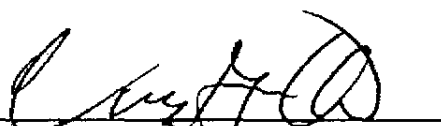

Print Name: Kristi Hamilton

Print Name: JUDITH A. PHILLIPS


LA STRADA DEVELOPMENT LLC, a
Florida limited liability company

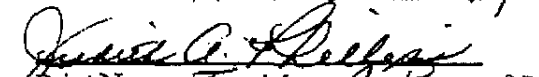
By: 
Name: Curtis J. Gunther
Title: Managing Member

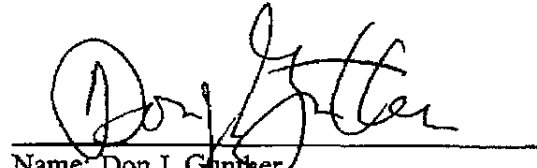

Print Name: Kristi Hamilton

Print Name: JUDITH A. PHILLIPS


MEMBERS:

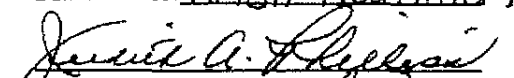

Name: Curtis J. Gunther

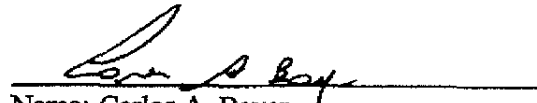

Print Name: Kristi Hamilton


Print Name: Judith A. Phillips


Name: Don J. Gunther


Print Name: Kristi Hamilton


Print Name: Judith A. Phillips


Name: Carlos A. Bayer

RUI Regallo Development, LLC/corporate/unanimous consent.LLC.doc