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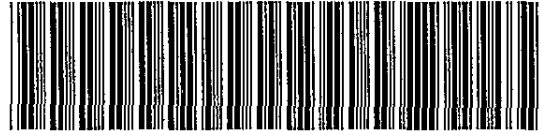
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SECRETARY OF STATE
ALABAMA

W5-8614
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Stanley M. Campbell, Jr.
Attorney at Law

Phone: (954) 920-0766 Fax: (954) 920-0729 Cell: (954) 695-5422

February 24, 2005

**Department of State
Division of Corporations
P.O. Box 8327
Tallahassee, Florida 32314**

**RE: Amended Articles of Organization PROFESSIONAL FLORIDA
REAL ESTATE INVESTORS, L.L.C.**

Enclosed is an original and one copy of the Amended Articles of organization as referenced above and a check for \$35.00 for the filing of this document.

Please file same and return a copy for my records.

Sincerely,


Stan Campbell, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED ARTICLES OF ORGANIZATION
OF PROFESSIONAL FLORIDA REAL ESTATE INVESTORS, L.L.C.**

The undersigned, for the purpose of filing these Articles of Organization of a limited liability company under the Florida Limited Liability Company Act., hereby make, acknowledge, and file the following Articles of Organization

ARTICLE I - NAME

The name of the Limited Liability company shall remain PROFESSIONAL FLORIDA REAL ESTATE INVESTORS, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is. 835 NE 16TH Street, Ft. Lauderdale, FL 33304

ARTICLE III - DURATION

The company shall commence upon the filing of these Articles of Organization by the Florida Department of State and continue its existence under same these Articles of Organization in perpetuity unless it is earlier dissolved as provided in these articles of organization or by law.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state is Donald Lee, 835 NE 16TH Street, Ft. Lauderdale, FL 33304

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all of the members of the company and on such terms and conditions as shall be determined by all of the members. A member may transfer his or her interest in the company as set forth in the Regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI - TERMINATION OF EXISTENCE

The company shall be dissolved on any event which causes a dissolution of the company as stated in the operating agreement, including the bankruptcy, insolvency or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all of the remaining members, provided there are at least two remaining members.

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OF FLORIDA

ARTICLE VII - MANAGEMENT

The Limited Liability Company, PROFESSIONAL FLORIDA REAL ESTATE INVESTORS, L.L.C. shall be co-managed by member, DONALD LEE INVESTMENTS, L.L.C., and ALVIN SYMONETTE REAL ESTATE, L.L.C. in accordance with the operating agreement and regulations adopted by the members for the management of the company. These contain provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are as follows:

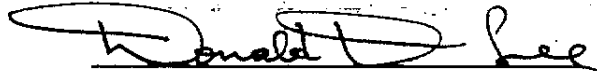
DONALD LEE INVESTMENTS, L.L.C., 835 NE 16TH Street, Ft. Lauderdale, FL 33304

LISE BESSETTE LEE, 2740 ne 30TH Place, Fort Lauderdale, FL 33304

ALVIN SYMONETTE REAL ESTATE, L.L.C., 12465 NW 18th Court, Miami, FL 33167

ACCEPTANCE OF REGISTERED AGENT

The undersigned, DONALD LEE shall act as the registered agent of this limited liability company, does, hereby consent to accept service of process for the above stated company at the place designated in these amended articles of organization, and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



Donald Lee
Registered Agent

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these amended articles of organization on this _____ day of _____, 2005.

DONALD LEE INVESTMENTS, L.L.C., an authorized member of PROFESSIONAL FLORIDA REAL ESTATE INVESTORS, L.L.C.

By: 

Donald Lee, member



LISE BESSETTE LEE, member

ALVIN SYMONETTE REAL ESTATE, L.L.C.
an authorized member of PROFESSIONAL FLORIDA REAL ESTATE INVESTORS, L.L.C.

By: 

Alvin Symonette

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOTARY ACKNOWLEDGMENT

State of: Florida

County of: Broward

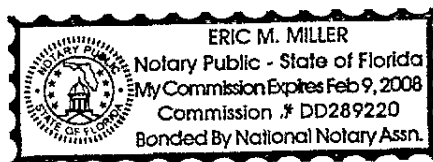
Sworn to and subscribed before me this 3/1/05, by RONALD LEE,
ERIC M. ROBERT LEE, ALVIN SYRANETTE who is/are personally known to me or who
has produced PHOTO ID as identification.



Notary Public

Print Notary name: _____

Notary seal



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TALLAHASSEE, FLORIDA