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LIMITED LIABILITY AMENDMENT

FOCD, LLC

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 15, 2005

FOCD, LLC
4001 TAMiami TRAIL N. SUITE 350
NAPLES, FL 34103

SUBJECT: FOCD, LLC
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
FOCD, LLC**

The undersigned, being authorized to execute and file these Amended and Restated Articles of Organization, hereby certifies as follows: Pursuant to Chapter 608, Florida Statutes, the Articles of Organization of FOCD, LLC, a Florida limited liability company (the "Company"), which were originally filed on February 22, 2005, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Chapter 608 of the Florida Statutes, and there is no discrepancy between the Company's Articles of Incorporation as heretofore filed and the provisions of these Amended and Restated Articles, other than the inclusion of amendments adopted pursuant to Chapter 608, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Organization of FOCD, LLC, shall henceforth read as follows:

**ARTICLE I
NAME**

The name of the limited liability company shall be **FOCD, LLC**, (the "Company").

**ARTICLE II
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 4001 Tamiami Trail N., Suite 350, Naples, Florida 34103.

**ARTICLE III
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: C T CORPORATION SYSTEM, 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE IV
DURATION**

This Company shall exist until December 31, 2055, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Regulations adopted by the members.

**ARTICLE V
MANAGEMENT**

The Company will be managed by a manager in accordance with the Company's regulations.

**ARTICLE VI
MEMBERSHIP**

The Manager shall have the right to admit new members upon making such contributions as are set out in the Regulations, and otherwise complying with and agreeing to

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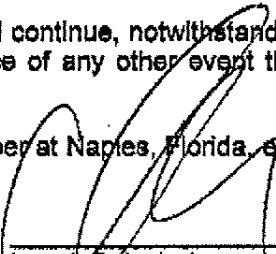
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the terms and provisions of the Regulations. Additional members may also be admitted by the affirmative vote or two-thirds of the membership.

ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The existence of the Company shall continue, notwithstanding the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company.

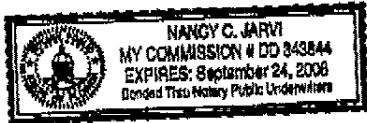
Executed by the undersigned member at Naples, Florida, effective as of the 22nd day of February, 2005.

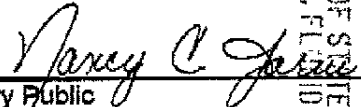


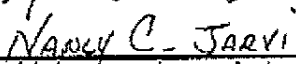
Leo J. Salvatori, as authorized agent and attorney-in-fact for:
FOCD, LLC
4001 Tamiami Trail N., Suite 350
NAPLES FL 34103

STATE OF FLORIDA
COUNTY OF COLLIER

This foregoing instrument was acknowledged before me this 11th day of March, 2005, by Leo J. Salvatori, as authorized agent and attorney-in-fact for FOCD, LLC, a Florida limited liability company. He is personally known to me.





Notary Public


Typed, printed or stamped name of notary
My commission expires:

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