

U050000039995

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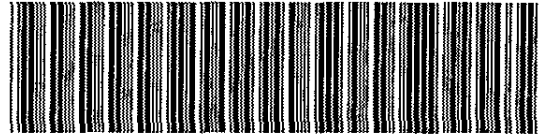
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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: MAG HOLDINGS, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert D. Eckard, Esq.  
(Name of Person)

Law Office of Robert D. Eckard, Esq.  
(Firm/Company)

3110 Alt. U.S. 19 N  
(Address)

Palm Harbor, FL 34683  
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Robert D. Eckard at ( 772 ) 772-1941  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$25.00 Filing Fee      ☐ \$30.00 Filing Fee & Certificate of Status      ☐ \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)      ☐ \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**SECOND AMENDMENT  
OF  
MAG HOLDINGS, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

This Amendment to the Operating Agreement is entered into this 27 day of July, 2006 by the undersigned, MATTHEW A. GEIGER and JOHN GEIGER, hereinafter referred to as ("Members").

NOW, THEREFORE, upon unanimous consent of all Members and advice of legal counsel intending to be legally bound by this Amendment to the Operating Agreement, agrees that the Limited Liability Company Operating Agreement of the Company shall be amended as follows:

**ARTICLE IV  
MEMBERS AND CAPITAL**

Paragraph 4.1 Members and Initial Contribution. The following shall be added as a member of the Company, with all rights specified under the Operating Agreement and Chapter 608, Florida Statutes, with the following respective interest:

John Geiger	33 1/3 %
Matt Geiger	33 1/3 %
William Baumgart	33 1/3 %

**ARTICLE VIII  
RIGHTS, POWER, AND AUTHORITY OF THE MEMBERS**

In accordance with paragraph 8.4 of the Amended Operating Agreement, the members hereby vote to add the following as members and duly authorizes the assignment of 33 1/3% membership interest in the Company, as follows:

Of the fifty percent (50%) interest possessed by Matthew A. Geiger and fifty percent (50%) interest held by John Geiger, each shall contribute sixteen and two-thirds percent (16 2/3 %) interest to William Baumgart, and William Baumgart will purchase thirty-three and one-third percent (33 1/3%) interest for the purchase price and due consideration of \$100.00 and assigned to William Baumgart.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

**AMENDMENT TO  
SCHEDULE A**

**MAG HOLDINGS, LLC  
a Florida Limited Liability Company  
AMENDED SCHEDULE OF MEMBERS, CAPITAL CONTRIBUTIONS,  
AND MEMBERSHIP UNITS**

Member Name	Address	Initial Capital Contribution
MATTHEW A. GEIGER	3385 Old Keystone Road Tarpon Springs, FL 34689	\$10,000.00
JOHN GEIGER	c/o Jay-Gee Development 13555 Automobile Boulevard, Suite 360 Clearwater, FL 33762	\$10,000.00
WILLIAM BAUMGART	_____ _____	\$3,500,000.00
TOTALS		\$3,520,000.00

IN WITNESS WHEREOF, this Amendment to the Operating Agreement and Schedule A has been made and executed by the Members effective as of the date first written above.

WITNESSES:

(SIGN)

(PRINT)

(SIGN)

(PRINT)

MATTHEW A. GEIGER

JOHN GEIGER

WILLIAM BAUMGART

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TALLAHASSEE, FLORIDA

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