

L05000046727

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRANKLIN H. WATSON, P.A.

ATTORNEY AT LAW

ADMITTED IN
FLORIDA & ALABAMA

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June 20, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**SUBJECT: ARTICLES OF AMENDMENT FOR:
PROPERTIES BY THE SEA, LLC
OUR FILE NUMBER C05-026**

Dear Sir/Madam:

Enclosed is the original and one (1) copy of the Articles of Amendment for Properties by the Sea, LLC, and a check for \$25.00 for filing fee.

If you have any questions or concerns regarding the enclosed, please do not hesitate to contact Linda Van Tassel at 850-231-3465 (ext. 15).

FROM: FRANKLIN H. WATSON, P.A.
5365 E. Highway 30-A, Suite 105
Seagrove Beach, FL 32459
Phone: 850-231-3465
Fax: 850-231-3475

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
FLORIDA REAL ESTATE PROPERTIES, LLC
A Florida Limited Liability Company**

Pursuant to the provisions of section 608.411, Florida Statutes, this Florida limited liability company adopts the following Articles of Amendment to its articles of organization.

FIRST: The Articles of Organization of FLORIDA REAL ESTATE PROPERTIES, LLC, Document Number: L05000046727, originally filed on May 5, 2005, was amended by the company's managers on June 20, 2005.

SECOND: The following amendment(s) to the articles of organization was adopted by the limited liability company:

ARTICLE II- ADDRESS

The mailing address of the principal office of the company shall be: P.O. Box 6951, Miramar Beach, FL 32550; the street address of the principal office of the company shall be 1891 Scenic Gulf Drive, Miramar Beach, FL 32550.

ARTICLE IV- MANAGEMENT:

TOM BALARSKY IS REMOVED AS MANAGER OF FLORIDA REAL ESTATE PROPERTIES, LLC.

THE MANAGER(S) SHALL BE:

**WILLIAM D. AND LOIS E. PAYNE
P.O. Box 6951
MIRAMAR BEACH, FL 32550**

ARTICLE V- MEMBERS:

TOM BLARSKY IS REMOVED AS A MEMBER OF FLORIDA REAL ESTATE PROPERTIES, LLC.

THE MEMBER(S) SHALL BE:

**WILLIAM D. AND LOIS E. PAYNE
P.O. Box 6951
MIRAMAR BEACH, FL 32550**

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TALLAHASSEE, FLORIDA

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FRANKLIN H WATSON

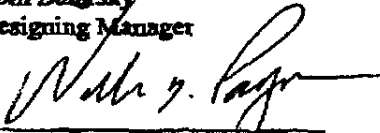
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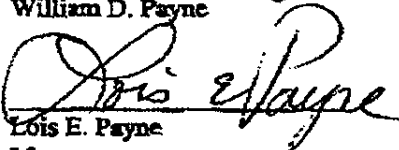
The foregoing amendment to the articles of organization was duly adopted by the Managing Member(s) on June 20, 2005.

No membership action is required.

In witness whereof, the undersigned being the sole Member(s) and/or Manager(s) has executed these articles on June 20, 2005.


Tom Bakorsky
Resigning Manager


William D. Payne


Lois E. Payne
Manager

AmendArticles LLC, Florida Real Estate Properties

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