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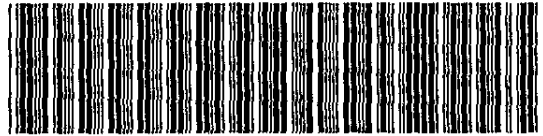
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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** PRIMARY ESTATES, 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:

Stephen J. McMurtrey  
(Name of Person)

Primary Estates, LLC  
(Firm/Company)

1033 State Road 436, Suite 201  
(Address)

Casselberry, FL 32707  
(City/State and Zip Code)

For further information concerning this matter, please call:

Matthew B. Brinton at ( 801 ) 532-7080  
(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

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

PRIMARY ESTATES, LLC

(Present Name)  
(A Florida Limited Liability Company)

**FIRST:** The Articles of Organization were filed on May 16, 2005 and assigned document number 105000050394.

**SECOND:** This amendment is submitted to amend the following:

See attached Second Amended and Restated Articles of Organization

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dated April 11, 2006.



Signature of a member or authorized representative of a member

Matthew B. Brinton

Typed or printed name of signee

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106 APR 13 PM 2:52  
STATE OF FLORIDA  
TALLAHASSEE

**SECOND AMENDED AND RESTATED**  
**ARTICLES OF ORGANIZATION**  
**OF**  
**PRIMARY ESTATES, LLC**

Primary Estates, LLC, having duly executed and filed its original Articles of Organization with the Florida Department of State, Division of Corporations on May 16, 2005, and having duly executed and filed its first amended and restated articles of organization on October 24, 2005, and acting pursuant to Fla. Stat. § 608.411, hereby amends and restates its Articles of Organization as follows:

**ARTICLE I**

**COMPANY NAME**

The name of this limited liability company is Primary Estates, LLC.

**ARTICLE II**

**DURATION OF COMPANY**

This company shall have a perpetual existence.

**ARTICLE III**

**COMPANY PURPOSES**

The business purpose and object for which this company is organized shall be to engage in any and all lawful business for which limited liability companies may be organized.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name of this company's initial registered agent and the address of this company's initial registered office is:

Stephen J. McMurtrey  
1033 State Road 436, Suite 201  
Casselberry, Florida 32707

ARTICLE V

DESIGNATED OFFICE

The designated office of this company is:

1033 State Road 436, Suite 201  
Casselberry, Florida 32707

ARTICLE VI

MANAGEMENT

This company will be managed by a manager or managers, as provided in an Operating Agreement to be executed by the members. Management is not reserved to the members. The initial managers, who will serve as managers until their successors are elected and qualified, are as follows:

Stephen J. McMurtrey  
1033 State Road 436, Suite 201  
Casselberry, Florida 32707

Rachel B. McMurtrey  
1033 State Road 436, Suite 201  
Casselberry, Florida 32707

ARTICLE VII

MEMBER'S CONTRACTS

No contracts or other transactions between this company and any other entity shall in any way be affected or invalidated by the fact that a member is pecuniarily or otherwise interested in, or is a member, trustee, partner, director or officer of such other entity. The members individually, or any entity with which the members may be associated, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the company.

ARTICLE VIII

OPERATING AGREEMENT

The members of this company shall have the right to enter into an Operating Agreement to regulate and manage the affairs of the company in any manner not inconsistent with law or these articles. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the member.

ARTICLE IX

MEMBER

This company shall be a single-member limited liability company. The sole member of this company shall be:

Stephen J. McMurtrey  
1033 State Road 436, Suite 201  
Casselberry, Florida 32707

DATED this 3rd day of April, 2006.

**MEMBER:**

*Stephen J. McMurtrey*

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Stephen J. McMurtrey

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Florida Stat § 608.

**REGISTERED AGENT:**

*Stephen J. McMurtrey*

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Stephen J. McMurtrey