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SHERBERTH DEVELOPMENT PARTNERS L.L.C.

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I-NAME

The name of this Limited Liability Company is:

SHERBERTH DEVELOPMENT PARTNERS L.L.C.

ARTICLE II-ADDRESS

The mailing address and the street address of the principal office of this Limited Liability Company are:

7796 Irlo Bronson Highway
Kissimmee, FL 34747

ARTICLE III-MANAGEMENT

This Limited Liability Company shall be managed by one or more managers (who shall be designated "Manager(s)") and is therefore a manager-managed company. The initial manager shall be Randolph Partners LLC-Sherberth Series.

ARTICLE IV-REGISTERED AGENT AND OFFICE

The name and address of the registered agent of this Limited Liability Company is:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

ARTICLE V-PURPOSE

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization this 31 day of January, 2006.

Randolph Partners LLC-Sherberth Series,
as Manager of Sherberth Development Partners
LLC.

By: John Agostofa
Title: President / CEO
Name: John Agostofa

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company at the address designated in the articles of organization pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

Date: 2.2, 2006 CT CORPORATION

By: Barbara A. Burke
Name: BARBARA A. BURKE
Title: REGISTERED AGENT SECRETARY

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