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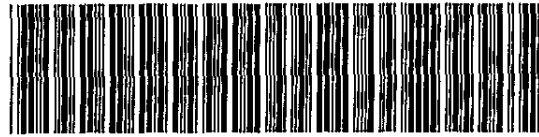
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PER SECRETARY OF STATE -
SEND ORIGINALS

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CROWS NEST, LLC
(Name of Limited Liability Company)

Amended + Restated
The enclosed Articles of ~~Amendment~~ and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

WILLIAM R. GRAY, III
(Name of Person)

FORIZS E' DOGAR, P.L.
(Firm/Company)

390 N. ORANGE AVE., STE 1825
(Address)

ORLANDO, FLORIDA 32801
(City/State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

T. SCOTT TUTTIS / BILL GRAY at (407) 999-8922
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|---|--|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

In accordance with the authority provided under the Florida Limited Liability Company Act, Chapter 608, Section 608.411, the undersigned authorized representative of one of the members hereby acts on behalf of this limited liability company to integrate into a single instrument all provisions of the articles of organization now in effect but at the same time amend such articles of organization as originally filed on or about June 28, 2005, effective upon filing.

ARTICLE I
NAME

The name of the limited liability company is CROWS NEST, LLC.

ARTICLE II
ADDRESS FOR PRINCIPAL OFFICE

The mailing address and street address of the principal office of the limited liability company shall be as follows:

Principal Office Address

215 Celebration Place, Suite 330
Celebration, Florida 34747

Mailing Address

215 Celebration Place, Suite 330
Celebration, Florida 34747

SECRET
STATE
TAMPA, FLORIDA

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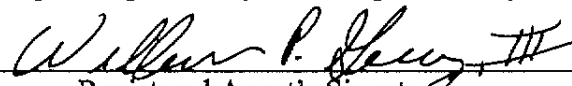
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ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE & SIGNATURE

The name and the Florida street address of the registered agent are:

William P. Gray, III, Esq.
390 N. Orange Ave., Suite 1825
Orlando, Florida 32801

Having been named as the 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 Chapter 608, of the Florida Statutes.



Registered Agent's Signature

**ARTICLE IV
MANAGER-MANAGED LIMITED LIABILITY COMPANY**

This limited liability company shall be a manager-managed company, as a limited liability company that is designated to be managed by one or more managers. Members shall not be an agent of the limited liability company for the purpose of its business solely by reason of being a member. Except as otherwise provided in the operating agreement of the company, each manager shall have equal rights in the management and conduct of the company's business, with management of this limited liability company vested in one or more managers; and an act of a manager, including the signing of an instrument in the company's name, for apparently carrying on in the ordinary course of the company's business or business of the kind carried on by the company shall bind the company unless the manager had no authority to act for the company in the particular matter and the person with whom the manager was dealing knew or had notice that the manager lacked authority; provided further, however, that an act of a manager that is not apparently for the carrying on in the ordinary course the company's business or business of the kind carried on by this limited liability company shall bind this limited liability company only if the act was authorized under the Florida Limited Liability Company Act, Chapter 608. Any matter relating to the business of this limited liability company may be exclusively decided by the managers, in accordance with the terms and conditions of this limited liability company's written operating agreement. Action requiring the consent of managers under the Limited Liability Company Act, Chapter 608 ("Act"), may be taken without a meeting, subject to the limitations set forth in Florida Statutes, Section 608.4231. Any manager shall be designated, appointed, elected, and subject to removal or replaced only as provided in this limited liability company's operating agreement, and any such manager shall hold office until a successor has been elected and qualified to so serve, unless such manager sooner resigns or is removed in accordance with the written operating agreement or in accordance with the Act. Further delegation of managerial responsibility in this limited liability company and any limitations of authority of any manager (or their delagatee) to act shall be as provided in the Company's written operating agreement then in effect such that managers of this manager-managed company may only sign and deliver instruments transferring or affecting the limited liability company's interest in real property as set forth in the operating agreement.

The Initial Managers of the Company shall be as follows, and each shall hold such office until a successor has been elected and qualified to so serve unless either shall sooner resign or is removed in accordance with the terms of the Company's written operating agreement then in effect:

**Kevin Wardle, Manager
215 Celebration Place, Suite 330
Celebration, Florida 34747**

**Tim De Man
215 Celebration Place, Suite 330
Celebration, Florida 34747**

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SECTION 111 STATE
FAMILY OF FLORIDA

The foregoing amended and restated articles of organization are duly executed and being filed in accordance with F.S. Section 608.411(5), to confirm that the initial members and managers of the company intended for this limited liability company to operate as a manager-managed company (F.S. Section 608.402(19)), and that these Amended and Restated Articles of Organization shall become the articles of organization for the company.

As submitted on behalf of the Company by the undersigned authorized representative on this the 11th day of August, 2005.

William P. Gray III
(In accordance with F.S. Section 608.408(3), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

William P. Gray, III, Esquire
Authorized Representative of One of the Members

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TALLAHASSEE FLORIDA