

L05000069945

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SECRETARY OF STATE
DIVISION OF CORPORATIONS AND BUSINESSES

5167 N. A1A Hwy. #E1104
N. Hutchinson Is., FL 34949
April 9, 2006

Florida Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

RE: Kooka Investments, LLC Record Changes

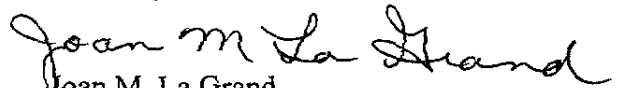
Dear Sirs:

We are filing the following documents reflecting recent changes to the subject LLC:

1. Articles of Amendment to Articles of Organization of Kooka Investments, LLC dated March 21, 2006 changing the address of record and the registered agent.
2. Assignment of Membership Interest of Kooka Investments, LLC dated March 21, 2006.

Enclosed is our check in the amount of \$35 as payment for making these record changes.

Cordially,


Joan M. La Grand
Registered Agent

Encl. - 2

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
KOOKA INVESTMENT, LLC**
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was July 18, 2005, file number L05000069945.

SECOND: The following amendment(s) to the articles of organization were adopted by the Limited Liability Company:

Article II

The mailing address and street address of the principal office of the Limited Liability Company is amended to:

Joan M. LaGrand Trust
Dated April 23, 1997
5167 N. A1A #1104
Ft. Pierce FL, 34949

Article IV

The name and the street address of the registered agent is amended to:

Joan M. LaGrand
5167 N. A1A #1104
Ft. Pierce FL, 34949

PH 772-467-6617

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 Chapter 605, F.S.

Joan M. LaGrand

By: Joan M. LaGrand, Registered Agent

Article V

This Limited Liability Company is a single member Limited Liability Company. Ownership of the Limited Liability Company is transferred to, and the sole managing member of the Limited Liability Company is changed to:

Joan M. LaGrand Trust Dated April 23, 1997

March 21, 2006

ASSIGNOR:
Shamrock Holdings Group, LLC

By: [Signature]
Chad Z. Gerber, CPA/PFS, CES
Assistant Manager

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**Assignment of Membership Interest
Of
KOOKA**

Whereas Kooka Investment, LLC, a single member single asset limited liability company formed on July 18, 2005 and registered in the State of Florida, owns certain assets which Joan M. LaGrand Trust Dated April 23, 1997 (Assignee) desires to acquire to complete its 1031 exchange;

And whereas Shamrock Holdings Group, LLC, (Assignor) single member/manager of Kooka Investment, LLC and Assignee have agreed on a mutually agreeable purchase price for the transfer of ownership of Kooka Investment, LLC and its assets and liabilities;

And whereas Assignor desires to transfer ownership of Kooka Investment, LLC and its assets and liabilities to Assignee;

And whereas, Assignor has received good and sufficient consideration for the transfer of the ownership of Kooka Investment, LLC and all its assets and liabilities from Assignee;

Now therefore the ownership of Kooka Investment, LLC and all its assets and liabilities shall be and hereby is transferred to Assignee, and Assignee assumes ownership of Kooka Investment, LLC, its assets and liabilities;

And further, an Amendment to the Articles of Organization of Kooka Investment, LLC reflecting such change in ownership has as of this same date been prepared for filing with the Secretary of State of Florida, and Assignee has agreed to file said document reflecting said change.

Done this 21 day of March, 2006.

ASSIGNOR:

Shamrock Holdings Group, LLC

By: 

Chad J. Greenberg, CPA/PFS, CES
Assistant Manager

March 21, 2006

Date

ASSIGNEE:

 TTEE
Joan M. LaGrand TTEE

3/31/06
Date

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