

LD5000070977

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAY - 1 PM 4:48

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AND
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BRENNAN, MANNA & DIAMOND

76 South Laura Street ♦ Suite 2110 ♦ Jacksonville, FL 32202 ♦ www.bmdpl.com

Jennifer Janin
Phone: (904) 366-1514
Fax: (904) 366-1501
jejanin@bmdpl.com

April 28, 2006

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

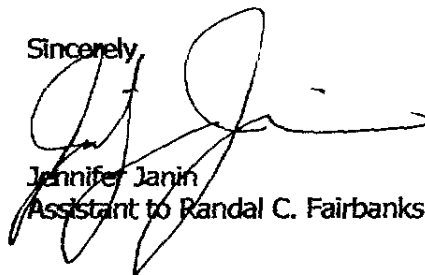
Re: Park City RV, LLC; Document No. L05000070977

To Whom It May Concern:

Enclosed for filing is the Articles of Amendment for the above referenced entity. Also enclosed is our firm's check in the amount of \$43.75 (\$35.00 for the appropriate filing fees and \$8.75 for the Certificate of Status). Please file this accordingly.

If you have any questions regarding any of these items, please do not hesitate to contact me.

Sincerely,



Jennifer Janin
Assistant to Randal C. Fairbanks

Enclosures

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PARK CITY RV, LLC**

WHEREAS, Park City RV, LLC (the "Company") came in existence on July 19, 2005 upon the filing of the Articles of Organization with the Department of State;

WHEREAS, the manager of the Company now desires to amend and fully restate said Articles of Organization to change the name and the registered agent of the Company;

WHEREAS, the modification of the name and registered agent of the Company was ratified by the sole member of the Company; and

NOW, THEREFORE, in accordance with Florida Statute Sections 608.407 and 608.411, the undersigned, being the sole manager of the Company, hereby adopts the following Amended and Restated Articles of Organization:

**Article I
Name**

Section 1.1. Name. The name of the Company shall be changed from PARK CITY RV, LLC to **PC PROPERTIES, LLC**.

**Article II
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of the Company shall remain located at 501 East Kennedy Boulevard, Suite 1207, Tampa, Florida 33602.

**Article III
Registered Agent and Address**

Section 3.1. Name and Address. The name and street address of the registered agent of this Company is:

Stanley T. Padgett
501 East Kennedy Boulevard
Suite 1207
Tampa, Florida 33602

**Article IV
Effective Date; Duration**

Section 4.1. Effective Date. These Amended and Restated Articles of Organization shall become effective on the date these Articles are filed with the Department of State.

Section 4.2. Duration. This Company shall exist perpetually.

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Article V
Purposes

Section 5.1. Purposes. This Company is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and the State of Florida.

Article VI
Managers

Section 6.1 Manager. The Company is to be managed by the Manager in accordance with the Company's Operating Agreement. The name and street address of the Manager of the Company is:

Stanley T. Padgett
501 East Kennedy Boulevard
Suite 1207
Tampa, Florida 33602

Article VII
Amendment

Section 7.1. Amendment. The Company reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the manager has executed these Amended and Restated Articles of Organization on this 3rd day of April, 2006.


STANLEY T. PADGETT, Manager

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TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT TO RESOLUTIONS
OF
THE SOLE MEMBER OF
PARK CITY RV, LLC**

The adoption of the following preambles and resolutions is unanimously consented to, effective as of the 3rd day of April, 2006, by the undersigned, who constitutes the sole member of **PARK CITY RV, LLC** (the "Company").

WHEREAS, the sole member of the Company agrees to the following resolutions in lieu of conducting a special meeting; and

RESOLVED, that the manager of the Company shall be Stanley T. Padgett.

RESOLVED, that the name of the Company shall be changed to PC PROPERTIES, LLC and that the manager shall cause Amended and Restated Articles of Organization to be filed with the Secretary of the State of Florida to effectuate such change.

RESOLVED, that the registered agent of the Company shall be changed to the below named individual and the manager shall cause Amended and Restated Articles of Organization to be filed with the Secretary of the State of Florida to effectuate such change.

Stanley T. Padgett
501 East Kennedy Boulevard
Suite 1207
Tampa, Florida 33602

RESOLVED, that the manager may open bank accounts in the name of the Company with any bank, and may designate such signatory parties thereon as may be deemed necessary or desirable, and any form of resolutions which may be required by any bank in order to effectuate the foregoing intent is hereby deemed adopted, and any appropriate officer of the Company may certify the adoption of such resolutions to such bank.

FURTHER RESOLVED, that the Manager be authorized, empowered and directed to take such further actions and to execute and deliver all such further documents in the name and on behalf of the Company as shall in the judgment of the Manager be deemed necessary or appropriate to carry out the purposes of the foregoing resolutions.

Dated 4/3, 2006

MEMBER


STANLEY T. PADGETT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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