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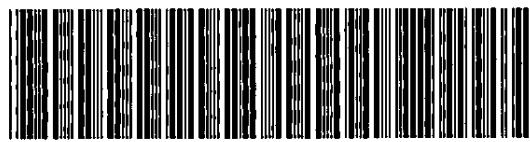
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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Dead River Associates, LLC  
L05000078904

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- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy  \_\_\_\_\_
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- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
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**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF ORGANIZATION  
OF DEAD RIVER ASSOCIATES, L.L.C.**

Pursuant to the provisions of Section 608.411 of the Florida Statutes, the undersigned Florida company hereby adopts the following Articles of Amendment to its Articles of Organization:

**Article I - Name and Date of Filing**

The name of the company is DEAD RIVER ASSOCIATES, L.L.C. (hereinafter referred to as the "Company"). The Articles of Organization of Company were originally filed on August 10, 2005. The document number is L05000078904.

**Article II - Adoption and Text of Amendments**

The Company has approved resolutions amending Article III of the Articles of Organization and adding Article VII to the Articles of Organization. The following is a true and correct copy of the resolutions amending Article III of the Articles of Organization and adding Article VII to the Articles of Organization:

RESOLVED, that Article III of the Articles of Organization of the Company is amended to read, in its entirety, as follows:

The purpose of the Company shall be solely to acquire, operate and dispose of that real property described in the attached Exhibit A, commonly known as Dora Canal Plaza, in Tavares, Florida (the "**Property**"). So long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "**Lender**"), except upon the express prior written consent of Lender: (i) the foregoing statement of purpose shall not be amended; and (ii) the Company shall not hold or acquire, directly or indirectly, any ownership interest (legal or equitable) in any real or personal property other than the Property, or become a shareholder of or member or partner in any entity which acquires or holds any property other than the Property.

FURTHER RESOLVED, that Article VII of the Articles of Organization of the Company is created to read as follows:

Notwithstanding anything to the contrary contained in the Articles of Organization, the Company and its Managers and Members hereby waive their right to dissolve or terminate (and waive their right to consent to the dissolution or termination of) the Company or the Articles of Organization, and shall not take any action towards that

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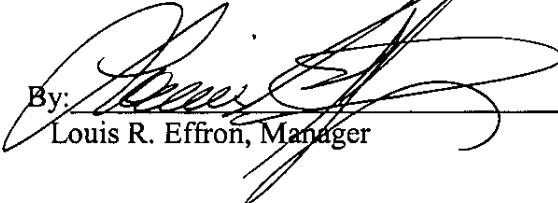
end, so long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, “*Lender*”), except upon the express prior written consent of Lender. Further, the death, retirement, incapacity, insanity, expulsion or resignation, bankruptcy, insolvency, dissolution or other similar proceeding of, or pertaining to, any Manager or Member, or any other event or act causing dissolution of the Company pursuant to Florida Statutes §608.441 or the Articles Organization shall not constitute an event of liquidation, dissolution or termination of the Company or the Articles of Organization, except upon the express prior written consent of Lender. Any amendments to this provision of Article III and Article VII of the Articles of Organization, shall require the prior written consent of Lender, provided that such consent shall not be required once the Company no longer has any indebtedness or other obligation of any kind whatsoever owing or due Lender. This article shall cease to be of further force or effect once the Company no longer has any outstanding indebtedness or other obligation of any kind whatsoever owing or due Lender.

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Organization of the Company set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Organization with the Secretary of State of the State of Florida.

Dated May 30, 2006.

DEAD RIVER ASSOCIATES, L.L.C.

By:   
Louis R. Effron, Manager

**EXHIBIT "A"**

**Legal Description**

That part of Block "A", that part of Lot 1, Block "D", that part of the abandoned Wilson Avenue and Treadway Street all being part of Summerall Park Heights Subdivision, according to the plat thereof recorded in Plat Book 8, Page 44, Public Records of Lake County, Florida, lying Southeasterly of the Southeasterly right-of-way of State Road 19 as it exists on 1 January 1984.

Less begin at Intersection of the said Southeasterly right-of-way of State Road No. 19 and the Northwesterly right-of-way of Old Tampa Jacksonville Highway, run thence North  $60^{\circ}05'50''$  East along the said Northwesterly right-of-way of the Old Tampa Jacksonville Highway, a distance of 390.0 feet; thence turn to the left an angle of  $112^{\circ}43'$  and run North  $52^{\circ}37'10''$  West 163.65 feet to the aforesaid Southeasterly right-of-way line of State Road No. 19; thence run Southwesterly along said right-of-way of State Road No. 19 a distance of 360 feet to the Point of Beginning.

Less that part of Block "A" of Summerall Park Heights Subdivision, according to the plat thereof recorded in Plat Book 8, Page 44, Public Records of Lake County, Florida, described as follows: from the intersection of the Southeasterly right-of-way line of State Road No. 19 and the Northwesterly right-of-way of the Old Tampa Jacksonville Highway, run thence North  $60^{\circ}05'50''$  East along the said Northwesterly right-of-way of the Old Tampa Jacksonville Highway a distance of 432.00 feet; for a Point of Beginning; thence North  $29^{\circ}54'10''$  West, 22.94 feet; thence North  $30^{\circ}23'42''$  East, 215.46 feet; thence South  $59^{\circ}36'13''$  East, 104.64 feet; thence South  $29^{\circ}54'10''$  East, 38.80 feet to a point on the aforesaid Northwesterly right-of-way line of the Old Tampa Jacksonville Highway; thence South  $60^{\circ}05'50''$  West along said Northwesterly right-of-way line 239.00 feet to the Point of Beginning and terminus of this description.

Also less, that part deeded to the State of Florida by Deed recorded in Official Records Book 1440, Page 371, of the Public Records of Lake County, Florida.