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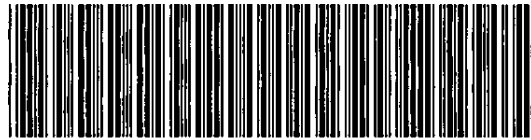
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. C. 2007 JAN 30 2007

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SOUTH HARBOR INVESTORS, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

C. Randolph Coleman

(Name of Person)

The Coleman Law Firm, LC

(Firm/Company)

9250 Baymeadows Road, Suite 450

(Address)

Jacksonville, FL 32256

(City/State and Zip Code)

For further information concerning this matter, please call:

C. Randolph Coleman

(Name of Person)

at (904) 448-1969

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

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

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

SOUTH HARBOR INVESTORS, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on August 15, 2005 and assigned document number L05000080294.

SECOND: This amendment is submitted to amend the following:

See attached Amended Articles of Organization

Dated January 25, 2007.



Signature of a member or authorized representative of a member

C. Randolph Coleman, attorney in fact

Typed or printed name of signee

Filing Fee: \$25.00

**AMENDED ARTICLES OF ORGANIZATION
OF THE
SOUTH HARBOR INVESTORS, LLC

A Florida Limited Liability Company**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 1.01 Introduction and Preliminary Statements

The undersigned Organizer, desires to form a limited liability company pursuant to the Laws of the State of Florida by delivering in duplicate to the Secretary of State of the State of Florida these Articles of Organization, in accordance with the provisions of Florida Limited Liability Company Act, hereinafter referred to as the "Act".

Section 1.02 Name

The name of the limited liability company, referred to as the "Company", is:

South Harbor Investors, LLC, A Florida Limited Liability Company

Section 1.03 Duration

The Company shall exist for a term from the date of filing these Articles of Organization with the Secretary of State of the State of Florida until August 14, 2025, unless dissolved according to law.

The Company may be continued beyond its scheduled termination date by the unanimous vote of the Members. However, at any time after the scheduled termination date, any Member may withdraw his capital account by written request to the Manager, who shall cause the Company to distribute such capital account within one hundred and eighty (180) calendar days of the receipt of such written request.

Section 1.04 Objects and Purposes

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: to carry on and engage in and conduct any lawful business or investment activities, and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

Section 1.05 Principal Place of Business

The principal place of Business of the Company is:

Physical Address:
1800 N. Hibiscus, Suite 128
Melbourne, Florida 32901

Mailing Address:
1800 N. Hibiscus, Suite 128
Melbourne, Florida 32901

Section 1.06 Registered Agent

The name of the initial registered agent is C. Randolph Coleman, whose address is as follows:

Physical Address:
9250 Baymeadows Road,
Ste 450
Jacksonville, FL 32256

Mailing Address:
9250 Baymeadows Road,
Ste 450
Jacksonville, FL 32256

Section 1.07 Registered Agent Consent

I, C. Randolph Coleman, a natural person and resident of Florida, accept the appointment as agent of South Harbor Investors, LLC, LLC, a Florida Limited Liability Company, upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or any changes in the Registered Office Address.

Dated: January 25, 2007.


C. Randolph Coleman, Registered Agent

Section 1.08 Name and Address of Organizer

Victoria Vitale-Lewis, 1800 N Hibiscus, Ste 128, Melbourne, FL 32901

Section 1.09 Additional Contributions

Additional contributions to the Company shall be made at such times and in such amounts as may be provided in the Operating Agreement.

Section 1.10 Additional Members

The Company shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement. Any transferee of a Member's Interests in the Company shall be treated as an Assignee until such time as that transferee is admitted as an Additional or Substitute Member, if ever, in accordance with the terms of the Operating Agreement

Section 1.11 Continuation of Business

In the event of the death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy, of a Member, or the occurrence of an event, which terminates the continued membership of a Member in the Company, the remaining Members and Managers of the Company shall have the right to continue the business of the Company in accordance with the terms of the Operating Agreement. In the event that the remaining Members and Managers fail to continue the business of the Company in accordance with the terms of the Operating Agreement, the Company shall be dissolved and liquidated in accordance with the provisions of the Act and the Operating Agreement.

Section 1.12 Operating Agreement and Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Members and Managers and the rights and obligations of its Members and Managers to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members and Managers of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

Section 1.13 Management

The business of the Company shall be conducted under the management of its Manager who shall have exclusive authority to act for the Company in all matters. The authorities and duties of the Manager will be set forth in the Operating Agreement. The name and address of the initial Manager are:

Victoria Vitale-Lewis
1800 N. Hibiscus, Suite 128
Melbourne, Florida 32901

Section 1.14 Indemnification and Liability

The Company may, as determined by the Managers of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Act and the Operating Agreement of the Company.

Section 1.15 Transferability of Interest

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF the undersigned forms this limited liability company on this date:

Executed on January 25, 2007


Victoria Vitale-Lewis, Organizer

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TALLAHASSEE, FLORIDA