

L05000087746

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J. BRYAN DEC 29 2006

BRYANT & HIGBY, CHARTERED
ATTORNEYS AT LAW

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ROWLETT W. BRYANT
CLIFFORD C. HIGBY
TIFFANY A. BROWN

LYNN C. HIGBY
(1938-1992)

December 27, 2006

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

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Re: Amendment Filing

Dear Sir or Madam:

Enclosed please find the original and one copy of the **Amendment to Articles of Organization of H & M Investments, L.L.C.** to be filed with your office. Also enclosed is our firm's check in the amount of \$60.00 to cover the filing fee. Please return a certified copy of the Amendment to me along with a Certificate of Status.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Rowlett W. Bryant

RWB/wd

Enclosures

AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
H & M INVESTMENTS, L.L.C., a
Florida Limited Liability Company

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ARTICLE I

The name of the limited liability company is H & M INVESTMENTS, L.L.C.
(the "Company").

ARTICLE II

Articles of organization were filed with the Secretary of State, State of Florida on
September 6, 2005, under file number L05000087746.

ARTICLE III

Article V of the Articles of Organization is amended to read:


(a) Name and address of the sole member and manager of the limited liability
company is:

Title: Manager and Member
Michael H. Meints
433 Bay Shore Drive
Panama City Beach, FL 32407

(b) In support of the above amendment to Article V above, the remaining
member attaches the Member Termination Agreement of W. C. Harlow and related
documents.

IN WITNESS WHEREOF, I, Michael H. Meints, have signed these Amended and Restated Articles of Organization and acknowledge this to be my act this 22nd day of December, 2006.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.




Michael H. Meints

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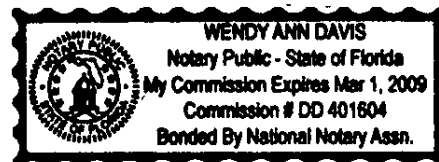
STATE OF FLORIDA)

COUNTY OF BAY)

THE FOREGOING was acknowledged before me this 27th day of December, 2006, by Michael H. Meints, who is personally known to me or who has produced _____ as identification.



NOTARY PUBLIC
State of Florida at Large



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MEMBER TERMINATION AGREEMENT

THIS AGREEMENT, made this 22nd day of November, 2006, by and between W. C. Harlow, Michael H. Meints, and H & M Investments, LLC (the "Company"), witnesseth:

WHEREAS, W. C. Harlow and Michael H. Meints are the sole members of H & M Investments, LLC;

WHEREAS, W. C. Harlow has advised Michael H. Meints of his desire to withdraw from the Company and to be released from all liability of the Turkey Run Subdivision being developed by the Company, and that the interest of the Company in Windmill Investments, LLC be conveyed to the members individually as tenants in common; and

WHEREAS, Michael H. Meints has agreed to the withdrawal of W. C. Harlow from the Company on the aforesaid conditions.

NOW, THEREFORE, in consideration of the premises, it is agreed:

1. W. C. Harlow shall cease to be a member of the Company upon the execution of this Agreement.
2. Michael H. Meints shall be the sole member and manager of the Company from the date hereof and shall have the authority to file all reports or other documents that are necessary to accord him this status.
3. Michael H. Meints and the Company agree to save and hold harmless W. C. Harlow from any and all liabilities of the Company and to indemnify him of any cost or expense associated therewith.
4. The Company shall convey to W. C. Harlow and Michael H. Meints the ownership

interest of the Company in Windmill Investments, LLC, by a separate document which interest shall be held by the members as a tenancy in common, with each member owning an undivided one-half interest in Windmill Investments, LLC.

5. Each party member agrees to execute such other documents as may be reasonably required to vest the ownership of Windmill Investments, LLC, in them if the assignment of said interest is insufficient for such purposes.

IN WITNESS WHEREOF, the parties hereunto set their hands and seals this 22 day of November, 2006.

Wendy A. Davis
Witness

[Signature]
Witness

Rawlett W Bryant
Witness

Wendy A. Davis
Witness

H & M Investments, LLC

W. C. Harlow
W. C. Harlow

Michael H. Meints
Michael H. Meints

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ASSIGNMENT OF OWNERSHIP INTEREST

IN AND FOR the consideration of Ten Dollars (\$10.00) and other valuable consideration, the receipt whereof being hereby acknowledged, the undersigned has and by these presents, does hereby assign, convey, transfer and set over unto W. C. Harlow and Michael H. Meints all of its ownership in Windmill Investments, LLC. The undersigned agrees to execute such other documents that may be required to fully vest said ownership interest in W. C. Harlow and Michael H. Meints. The assignment of the aforementioned ownership interest is subject to any and all debt and obligations thereagainst.

Dated the 22nd day of November, 2006.

H & M INVESTMENTS, LLC

Bawlett W Bryant
Witness

Michael H. Meints
Michael H. Meints, Managing Member

Wendy Q Daves
Witness