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DEBOEST, STOCKMAN, DECKER, **BROUGHTON & HAGAN, P.A.**

Attorneys at Law

Terry V. Broughton Richard D. DeBoest, II James G. Decker Samuel J. Hagan, IV William E. Stockman

Fort Myers, FL 33901 P.O. Box 1470 Fort Myers, FL 33902 Telephone: (239) 334-1381

1415 Hendry Street

Facsimile: (239) 334-0266

January 18, 2006

VIA REGULAR MAIL

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32301

Re: DUKE GROVE, LLC

Dear Sir/Madam:

I enclose an Amendment to Articles of Organization for the above referenced limited liability company along with a check for the amendment fee of \$25.00. Please file the Articles and return the filed document to me.

Please call me if you have any questions.

Sincerely,

V. Broughton

TVB/nlt

Enclosure

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF **DUKE GROVE, LLC,**

(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was: November 17, 2005 at 11:03 AM

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

2006 JAN 24 PH 3: 33

The names, addresses and interest of the members ab initio, are:

Frank R. D'Alessandro 7800 University Pointe Drive, Suite 100 Fort Myers, FL 33907	12.5%
Bruce Frankel 14250 Royal Harbour Court, #614 Fort Myers, FL 33908	12.5%
Michael J. Haiken, Trustee of the Michael J. Haiken Revocable Trust, under agreement Dated August 4 th , 1995 6017 Cocos Drive, Fort Myers, FL 33908	12.5 %
Joseph V. Lobosco, Trustee 16118 Edgemont Drive Ft. Myers, FL 33908	12.5%
MRCC VENTURES, LLC A Florida limited liability company 13400 Ponderosa Way Ft. Myers, FL 33907	12.5%
Gerard D. and Marjory M. Pizzuti, Husband and wife as an estate by the entireties 2158 N. Parkway Drive Columbus, OH 43221	6.25%
Joseph Walker 1205 Lynwood Avenue Fort Myers, FL 33901	12.5%
GRAYSON WORTH, LLC A Tennessee limited liability company By Steve Woodyard, as manager 8210 Talmage Cove Germantown, TN 38138	6.25%
Thomas E. Woodyard 7800 University Pointe Drive, Suite 100 Fort Myers, FL 33907	12.5%

IN WITNESS WHEREOF, we have hereunto set our hands and seals on the date set beside our names.

This amendment may be executed in multiple counterparts. Dated: **BRUCE FRANKEL** GRAYSON WORTH, LLC, a Tennessee limited liability company STEVE WOODYARD, as manager MICHAEL J. HAIKEN, TRUSTEE of the Michael J. Haiken Revocable Trust, under agreement Dated August 4th, 1995 JOSEPH LOBOSCO, Trustee MRCC VENTURES, LLC, a Florida limited liability company CHAIM (JAY) MARGOLIN, as manager By: GERARD D. AND MARJORY M. PIZZUTI

IN WITNESS WHEREOF, we have hereunto set our hands and seals on the date set beside our names.

This amendment may be executed in multiple counterparts. GRAYSON WORTH, LLC, a Tennessee limited liability company STEVE WOODYARD, as manager By: _ MICHAEL J. HAIKEN, TRUSTEE of the Michael J. Haiken Revocable Trust, under agreement Dated August 4th, 1995 By: _ JOSEPH LOBOSCO, Trustee MRCC VENTURES, LLC, a Florida limited liability company CHAIM (JAY) MARGOLIN, as manager GERARD D. AND MARJORY M. PIZZUTI By:_ THOMAS E. WOODYARD

IN WITNESS WHEREOF, we have hereunto set our hands and seals on the date set beside our names.

This amendment may be executed in multiple counterparts.

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By:FRANK R. D'ALESSANDRO		 .		2000	: = 17
By:BRUCE FRANKEL		<u>=.</u> •		LAMASSEE	FILE PH 3: 33
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By:THOMAS E. WOODYARD		***************************************			

IN WITNESS WHEREOF, we have hereunto set our hands and seals on the date set beside our names.

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This amendment may be executed in multiple counterparts.

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By: _	FRANK R. D'ALESSANDRO		
-	FRANK R. D'ALESSANDRO	·	
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GRA	YSON WORTH, LLC, a Tennessee limited liability	company	
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•	MICHAEL J. HAIKEN, TRUSTEE	-	
	of the Michael J. Haiken Revocable Trust, under agreement Dated August 4 th , 1995		
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<i>,</i> -	JOSEPH LOBOSCO, Trustee		
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By:	GERARD D. AND MARJORY M. PIZZUTI	<u>-</u>	
	GERARD D. AND MARJORY M. PIZZUTI		
Ву:	THOMAS E. WOODYARD		
	THOMAS E. WOODYARD		

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This amendment may be executed in multiple counterparts.

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Ву:	STEVE WOODYARD, as manager		모 :		Po	· , . •
Ву:	MICHAEL J. HAIKEN, TRUSTEE of the Michael J. Haiken Revocable Trust, under agreement Dated August 4 th , 1995		5.			
By:	Joseph Lobosco, Trustee JOSEPH LOBOSCO, Trustee		 -	••		
MRCC	C VENTURES, LLC, a Florida limited liability	compa	any			
Ву:	CHAIM (JAY) MARGOLIN, as manager		क्रिक			
Ву:	GERARD D. AND MARJORY M. PIZZUT	Ţ.,	ङ्	en se v		
Ву:	THOMAS E WOODVARD		_	·		

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THOMAS E. WOODYARD

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Ву:	JOSEPH LOBOSCO, Trustee		
MRCO	C VENTURES, LLC, a Florida limited liability company		
Ву:	CHAIM (JAY) MARGOLIN, as manager	-	
Ву:	GERARD D. AND MARJORY M. PIZZUTI		
Ву: _	THOMAS F WOODVARD	,	