

LD6000104548

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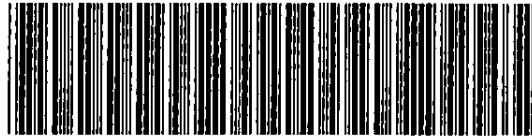
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. O. FEB. -7 2007

MALCOLM P. GALVIN III *
ATTORNEY AT LAW / PROCTOR IN ADMIRALTY

301 E. PINE STREET, SUITE 150
ORLANDO, FLORIDA 32801

PHONE: 407-210-6593
FAX: 407-650-2807

* ADMITTED IN FLORIDA, LOUISIANA, AND MASSACHUSETTS.

February 2, 2007

BY U.S.P.S. PRIORITY MAIL (w/ Delivery Confirmation)

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

RE: Southpointe Properties, LLC
Document No. L06000104548

Dear Sir / Madam:

I enclose for filing the First Amended Articles of Organization (original) for the above-referenced Florida limited liability company.

Additionally, I enclose a \$25 check, payable to the "Florida Department of State," as full payment of the required fee for filing this amendment.

Please do not hesitate to contact me with any questions or concerns. Finally, please return any correspondence concerning this matter to me.

Thank you.

Respectfully,

MPG III

Malcolm P. Galvin III

Enclosures

SOUTHPOINT PROPERTIES, LLC
FIRST AMENDED ARTICLES OF ORGANIZATION

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To amend the original Articles of Organization (filed with the Florida Secretary of State on 10/27/2006; Document No. L06000104548) for the aforesaid Florida limited liability company pursuant to the Florida Limited Liability Company Act (Chapter 608, Florida Statutes), the members, by and through their undersigned, duly-authorized representative, hereby state:

Name

1. The name of the limited liability company is: Southpointe Properties, LLC.

Principal Office

2. The mailing and street address of the principal office of the limited liability company is: 3936 S. Semoran Boulevard, Suite 484, Orlando, Florida, 32822.

Registered Agent

3. The name and street address of the initial registered agent for service of process on the limited liability company is: Malcolm P. Galvin III, Esquire, 301 E. Pine Street, Suite 150, Orlando, Florida, 32801.

Members

4. The names and principal addresses of the four members of the limited liability company are: (a) Wayne L. Elsey, 2133 Lakeshore Drive, Old Hickory, Tennessee, 37138; (b) April Ambrogne, 3951 Atrium Drive, Orlando, Florida, 32822; (c) Malcolm P. Galvin III, 2556 Woodgate Boulevard, Unit 205, Orlando, Florida, 32822; and (d) Angela Foglesong, 106 Eastside Drive, White House, Tennessee, 37188.

5. The limited liability company shall be a member-managed company.

WITNESS THE EXECUTION HEREOF by the members, by and through their undersigned, duly-authorized representative on the date set forth below (the effective date of which shall be the date of filing).

Dated: 2/2/07

By: M P Galvin III
Malcolm P. Galvin III

Acceptance of Registered Agent Appointment

I hereby execute this statement in writing accepting the foregoing appointment, simultaneously with being designated, as registered agent for service of process on the limited liability company; and I further state that I am familiar with, and accept, the obligations of that position as provided for in the Florida Limited Liability Company Act (Chapter 608, Florida Statutes).

Dated: 2/2/07

By: M P Galvin III
Malcolm P. Galvin III, Esquire, Registered Agent
Southpointe Properties, LLC