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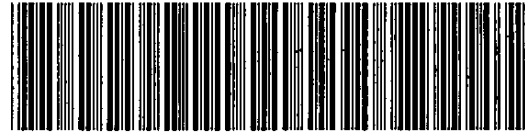
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PAVESE LAW FIRM

Christina Harris Schwinn
Senior Associate

Direct Dial: (239) 336-6292
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1833 Hendry Street, Fort Myers, Florida 33901 | P.O. Drawer 1507, Fort Myers, Florida 33902-1507 | (239) 334-2195 | Fax (239) 332-2243

June 25, 2007

Florida Secretary of State
Division of Corporations - Registration Section
Clifton Building
2660 Executive Center
Tallahassee, FL 32301

Via Federal Express


**RE: Amended and Restated Articles of Organization
Glenda Balentine, LLC**

Dear Sir/Madam:

Enclosed herewith please find the Amended and Restated Articles of Organization for Glenda Balentine, LLC. Please note that a signed signature page for the registered agent has not been included because there is no change to the existing registered agent.

Should you have any questions regarding this matter, please do not hesitate to contact my office.

Very truly yours,


Christina Harris Schwinn

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CHS/kmh
Enclosures (As stated)

cc: Client

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
BALENTINE BUILDERS LLC

Pursuant to Florida Statute 608.411 GLENDA BALENTINE LLC files these Amended and Restated Articles of Organization and states that its name is being changed to BALENTINE BUILDERS LLC and that the original Articles of Organization were filed with the State of Florida on May 1, 2007 and the Secretary of State office assigned GLENDA BALENTINE LLC document number L07000046116. These Amended and Restated Articles of Organization for BALENTINE BUILDERS LLC shall be effective as of the date same are filed in the Secretary of State's office. These Amended and Restated Articles were properly approved and adopted by a majority of the interests of the company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company is **BALENTINE BUILDERS LLC** and its principal office shall be located at 1118 NW 17th Street, Cape Coral, FL 33933, and the mailing address shall be P.O. Box 152030, Cape Coral, FL 33915, and it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state,

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government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

There shall be two (2) initial members of this limited liability company, whose name, address and ownership are as follows:

	<u>Percentage of Ownership</u>
Glenda Balentine 1118 NW 17 th Street Cape Coral, FL 33933	51%
Jack Balentine 1118 NW 17 th Street Cape Coral, FL 33933	49%

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ARTICLE IV
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, a manager elected by the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V
MANAGEMENT

The limited liability company shall be managed by not less than one (1) manager. The following is the name and address of the individual who shall initially serve as the managing member of the limited liability company until the first annual meeting of the members or until his successors are elected and qualify in accordance with the regulations:

Glenda Balentine
1118 NW 17th Street
Cape Coral, FL 33933

ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, or except as specified in a separate written agreement regarding purchase and sale executed by all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII
CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by the members in proportion to their ownership interests. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their ownership interests.

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ARTICLE VIII
DISTRIBUTIONS

The members shall be entitled to the net profits, as defined in the regulations, arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to their ownership interest. The distribution of the profits shall be determined as provided in the regulations of the company.

ARTICLE IX
DURATION

The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in existence for a term of Fifty (50) years, unless sooner terminated, liquidated or dissolved, as provided in the regulations adopted by members.

ARTICLE X
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **1833 Hendry St., Ft. Myers, Florida 33901**, and the name of the company's initial registered agent at that address is **Christina Harris Schwinn, Pavese Law Firm**.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed articles of Organization of **BALENTINE BUILDERS LLC**.

Executed by the undersigned at Fort Myers, Florida, on this the 22nd day of June, 2007.

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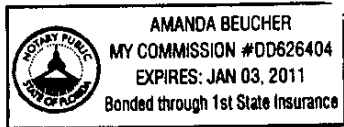
Glenda Balentine
Its: Managing Member

STATE OF FLORIDA §
 §
COUNTY OF Lee §

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared GLENDA BALENTINE, known to me or to who produced _____ as identification and who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 22 day of June, 2007.

Amanda Beucher
Notary Public
My Commission No.: _____
My Commission Expires: _____



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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First B That **BALENTINE BUILDERS LLC**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1118 NW 17th Street, Cape Coral, FL 33933, State of Florida, has named **CHRISTINA HARRIS SCHWINN, PAVESE LAW FIRM**, located at 1833 Hendry St., City of Fort Myers, County of Lee, Florida 33901, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
CHRISTINA HARRIS SCHWINN
Registered Agent

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