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PIONEER INVESTMENTS, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
PIONEER INVESTMENTS, LLC**

Pursuant to the provisions of Section 608.411, Florida Statutes, Pioneer Investments, LLC, a Florida limited liability company (the "Company"), adopts the following Articles of Amendment to its Articles of Organization:

1. The name of the Company is Pioneer Investments, LLC.
2. The Articles of Organization of the Company were filed with the Florida Department of State on June 20, 2007.
3. The amended and restated articles of organization of the Company in the form attached hereto as Exhibit A were duly adopted by the limited liability company.

IN WITNESS WHEREOF, Pioneer Investments, LLC has caused these Articles of Amendment to Articles of Organization to be executed in its name by its President this 20 day of July, 2007.

PIONEER INVESTMENTS, LLC



Thomas Gibbs
President

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Exhibit A

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PIONEER INVESTMENTS, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I - NAME

The name of this limited liability company (the "Company") is **Flagler Pioneer Investments, LLC**.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the Company is 5 Montillo Place, Palm Coast, Florida 32137.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 4 Old King Road North, Suite B, Palm Coast, Florida 32137, and the name of its initial registered agent at such address is Chiumento & Guntharp, P.A.

ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V - PURPOSE

The purposes of the Company are (i) to operate the Business, (ii) to make such additional investments and engage in such additional activities as the members of the Company may approve, and (iii) to engage in any and all activities related or incidental to the purposes set forth in clauses (i) and (ii). The "Business" shall mean the business of acquiring, owning, developing, mortgaging, encumbering, hypothecating, leasing, selling, maintaining, improving, altering, remodeling, expanding, managing and otherwise operating and dealing with part or all of the Project, including without limitation, obtaining financing and refinancing for the above purposes, selling, exchanging, transferring, or otherwise disposing of all or any part of the Project. The "Project" shall mean the development of that certain non-homestead unimproved real property located in Palm Coast, Florida, consisting of approximately 204 acres that is more particularly described on Exhibit A.

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ARTICLE VI - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

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EXHIBIT A
LEGAL DESCRIPTION OF THE PROJECT

[See attached.]

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EXHIBIT "A"

Sale to Pioneer Investments, LLC

All of that property more particularly described in Certificate of Title, Old Kings Interchange, Inc. vs. Genna MI, Inc., et al., Case No: 97-343-CA, recorded in Official Records Book 0616, Page 360, Public Records of Flagler County, Florida, less and except the following parcels:

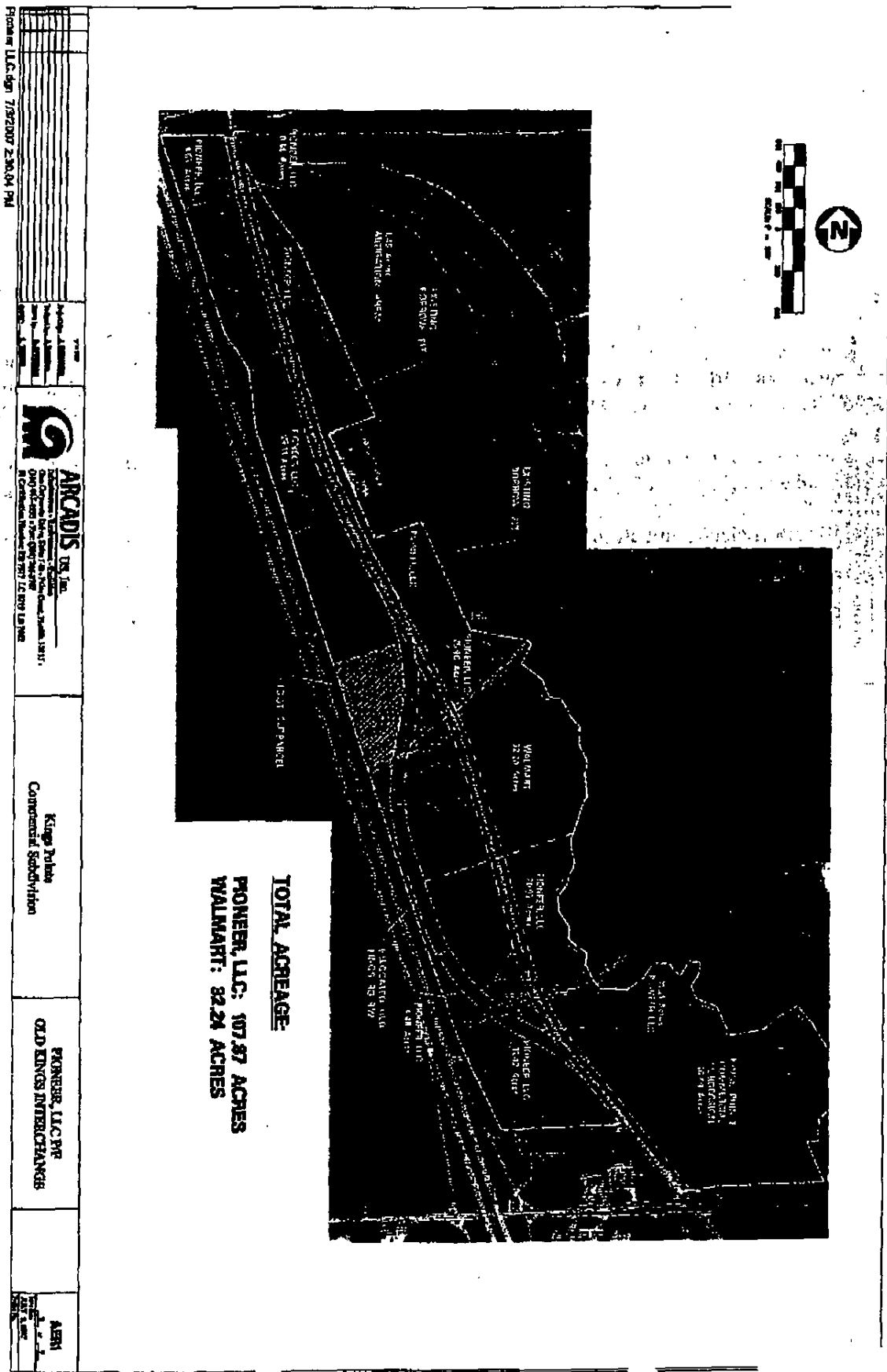
1. Property previously conveyed to The Board of County Commissioners of Flagler County, Florida, for Old Kings Road right-of-way recorded in Official Records Book 0974, Page 0243, Public Records of Flagler County, Florida;
2. Property previously conveyed to the State of Florida, Department of Transportation, recorded in Official Records Book 1033, Page 524, Public Records of Flagler County, Florida;
3. All that property lying within the Kings Pointe Subdivision, Plat Book 36, Page 59, Public Records of Flagler County, Florida;
4. All that property described as follows... i.e. Wal-Mart parcel;
5. Subject to covenants, conditions and easements of record.

**A SURVEY TO BE OBTAINED TO DETERMINE THE LEGAL DESCRIPTION
OF THE PROPERTY TO BE CONVEYED.**

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