

L08000069107

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(Address)

(Address)

(City/State/Zip/Phone #)

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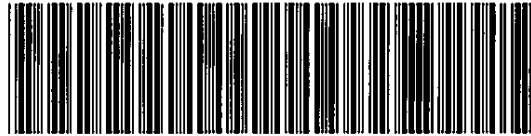
Special Instructions to Filing Officer:

**A. LUNT**

MAY 28 2009

**EXAMINER**

Office Use Only



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05/27/09--01031--011 \*\*25.00

**FILED**  
2009 MAY 27 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Modular Precast Holdings, LLC  
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ileana M. Rodriguez, Esq.

Name of Person

Lusky & Rodriguez, P.A.

Firm/Company

301 Almeria Ave, Ste 345

Address

Coral Gables, FL 33134

City/State and Zip Code

ileanalaw@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ileana M. Rodriguez, Esq.

Name of Person

at ( 305 )

442-1245

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &  
Certificate of Status

☐ \$55.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐ \$60.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

**Modular Precast Holdings, LLC**

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 7/17/2008 and assigned  
Florida document number L08000069107.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

N/A

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "LLC."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

SF Partners Mortgage, LLC

800 Douglas Road Suite 500, North Tower  
Coral Gables, FL 33134

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

800 Douglas Road Suite 500, North Tower  
Coral Gables, FL 33134

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

SF Partners Mortgage, LLC

New Registered Office Address:

800 Douglas Road Suite 500, North Tower

*Enter Florida street address*

Coral Gables

Florida

33134

*City*

*Zip Code*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

*[Signature]*  
**If Changing Registered Agent, Signature of New Registered Agent**

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager  
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGRM	SF Partners Mortgage, LLC	800 Douglas Rd. S-500, North Tower Coral Gables, FL 33134	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
MGR	Plati, Vincent A	3700 West Lake Hamilton Drive Winter Haven, FL 33881	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGR	Plati, Vincent L	3700 West Lake Hamilton Drive Winter Haven, FL 33881	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGR	Silvestri, Carmelo	3700 West Lake Hamilton Drive Winter Haven, FL 33881	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

FILED


2009 MAY 27 PM 3:53

SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dated May 21, 2009



Signature of a member or authorized representative of a member

Daniel Stuzin, President

Typed or printed name of signee

**ASSIGNMENT OF LIMITED LIABILITY COMPANY  
MEMBERSHIP INTEREST**

THIS ASSIGNMENT OF LLC MEMBERSHIP INTEREST (this "Assignment"), is made this July 22, 2008 (the "Effective Date") by Vincent A. Platl (the "Assignor"), in favor of SF Partners Mortgage LLC, a Florida limited liability company organized under the laws of Florida (the "Assignee").

WHEREAS, Assignor is the legal and beneficial owner of One Hundred percent (100%) of the membership interests (the "Membership Interest") in Modular Precast Holdings, LLC, a Florida limited liability company (the "Company");

WHEREAS, the Assignor desires by this Assignment to assign to the Assignee all of Assignor's right title and interest in and to the Membership Interests and the Assignee's desire by this Assignment to accept the same.

WHEREAS, there are no other members or shareholders other than those signing below.

NOW, THEREFORE, FOR AND IN CONSIDERATION of the payment by the Assignee to the Assignor of the sum of ten dollars (\$10), and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged by each party, the parties agree as follows:

**1. ASSIGNMENT.**

Effective as of the Effective Date, the Assignor assigns to the Assignee and the Assignee accepts and assumes from the Assignor all right title and interest in and to the Membership Interests.

**2. ESCROW.**

This Assignment shall be held in escrow and may only be released from escrow and enforced upon the occurrence of a default under the note and mortgage executed simultaneously herewith or the filing for relief under the bankruptcy code or any similar federal or state statute by or against assignor or the company (collectively "events of default").

**3. REPRESENTATIONS.**

*By Assignor.* To induce the Assignee to accept the delivery of this Assignment, the Assignor hereby represents and warrants to the Assignee that, on the date hereof and at the time of such delivery, the Assignor is the sole legal and beneficial owner of the Membership Interests. The Assignor has the full and sufficient right at law and in equity to transfer and assign the Membership Interests, and is transferring and assigning the Membership Interests to the Assignee free and clear of any and all right, title, or interest of any other person whatsoever. The assignment herein represents the assignment of all membership interests in the company and there are no members of the Company other than the undersigned herein.

**4. RIGHTS UPON EVENTS OF DEFAULT**


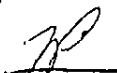
Upon the occurrence of an event of default, the assignee shall have all of the rights and remedies of a secured party under the Florida Uniform Commercial Code or under other applicable laws. Notwithstanding the foregoing, the assignee may forego a judicial proceeding with the necessity of a public sale and take title to the shares/membership interest at stake by providing written notice of its intent to do so upon the occurrence of an event of default.

**5. APPOINTMENT OF ATTORNEY IN FACT**

The assignor hereby irrevocably appoints the assignee as the assignor's attorney in fact which appointment is coupled with an interest, with power of substitution, to do any of the following at any time after the occurrence of an event of default without notice to the assignor:

- a. Exercise all ownership rights with respect to the membership interest and upon written notice to the assignor, sell the assignor's interest in same.

File Number: 08-071

DoubleTime

EXHIBIT " C "

- b. Notify the company to make payment of any distributions with respect to the membership interests.
- c. Any and all other rights assignor has or had as member.

6. RIGHT TO BECOME MANAGING MEMBER OR PRESIDENT OF COMPANY

If any event of default occurs, the assignee shall have the right at its sole option and discretion, but not the obligation, to become the managing member of the company and to exercise all rights in the management or administration of the company's affairs. The assignee does not assume and shall not be responsible for any liabilities of the assignor or the company. In the alternative, the assignee may in its sole option and discretion assume the administration of the company's business and affairs solely as it relates to the company's obligations under the note and mortgage herein and for nothing else.

7. PLURAL; CAPTIONS.

All references in the Documents to assignor, assignee, member, shareholder, person, document or other nouns of reference mean both the singular and plural form, as the case may be, and the term "person" shall mean any individual person or entity. The captions contained in the Document are inserted for convenience only and shall not affect the meaning or interpretation of the Document.

8. PARTIAL INVALIDITY

The invalidity or unenforceability of any provision of this Assignment shall not affect any other provisions hereof, and this Assignment shall be construed in all respects as if such invalid or unenforceable provisions were omitted from this Agreement.

IN WITNESS WHEREOF, each party hereto has executed this Assignment or caused it to be executed on its behalf by its duly authorized representatives, the day and year first above written.

ASSIGNOR and COMPANY

Modular Precast Holdings, LLC, a Florida  
limited liability company

By: 

Vincent A Plati, President

By: 

Vincent L. Plati, Managing Member

(Corporate Seal)

The Company hereby consents to and approves of this Assignment.