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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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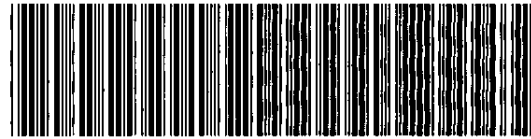
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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OCT 20 2010

EXAMINER

10-102220



Gibbs Law Office, PLLC

October 15, 2010

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

RE: Filing of Amended & Restated Articles of Organization, CapeLife, LLC

Dear Sir/Madam:

Please find enclosed the amended Articles of Organization for filing. An extra copy of the amended Articles is enclosed along with a check made payable to the Florida Department of State in the amount of \$25.00. Please date stamp the amended Articles and return it to the following:

GIBBS LAW OFFICE, PLLC
5237 SUMMERLIN COMMONS BLVD.
Fort Myers, FL 33907
Ph. 239-415-7495
Fx. 239-275-2137
info@gibbslawFL.com
www.gibbslawFL.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance in this matter.

Sincerely,

Steven J. Gibbs, Esq.

Enclosures: Original Amended and Restated Articles of Organization (and copy)
Check #95 in the amount of \$25.00

**AMENDED & RESTATED ARTICLES OF ORGANIZATION
OF
CAPELIFE, LLC**

The undersigned, being a duly authorized representative of a member, having formed a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Amended & Restated Articles of Organization which shall replace and supersede the Articles of Organization previously filed herein:

ARTICLE I - Name

The name of the Limited Liability Company is: CAPELIFE, LLC

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

134 SW 51st Street, Cape Coral, Florida 33914

ARTICLE III - Purpose

The Company is organized for the purpose of performing real estate investment, development and consulting and any other lawful business related thereto permitted under the laws of the United States and of the State of Florida.

ARTICLE IV – Duration and Existence; Effective Date

The Company will exist perpetually, having commenced upon the date of the filing of the Original Articles of Organization, September 29, 2010, with the Secretary of State of the State of Florida.

ARTICLE V – Continuation of Limited Liability Company

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued relationship of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Registered Office and Registered Agent

The Company hereby (i) designates 134 SW 51st Street, Cape Coral, Florida 33914, as the street address of the Company's registered office, and (ii) names Danielle B. Calamela as the Company's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII – Management and Authority

The Company shall be a manager-managed company. Pursuant to Fla. Stat. Sec. 608.4235, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability solely by virtue of being a member.

The name and address of each manager and member is:

Danielle B. Calamela, as Trustee of the Calamela Family Revocable Trust dated March 15, 2007
134 SW 51st Street, Cape Coral, Florida 33914

Anthony M. Calamela, as Trustee of the Calamela Family Revocable Trust dated March 15, 2007
134 SW 51st Street, Cape Coral, Florida 33914

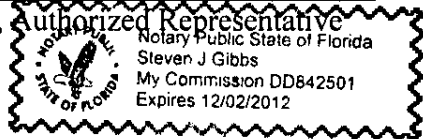
ARTICLE VIII – Indemnification

(a) The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for action taken in the capacity of such person as director or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by on or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Company by action of its board of managers, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of managers, in its sole discretion may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by on or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of managers, the authority granted to the board of managers in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

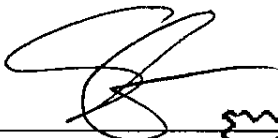
CapeLife, LLC

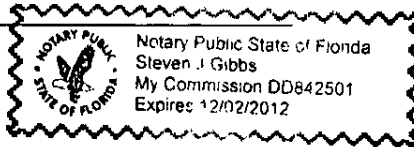
By: Danielle B. Calamela
Danielle B. Calamela, Authorized Representative


ACKNOWLEDGMENT

STATE OF Florida)
)ss.
COUNTY OF Lee)

On this October 15, 2010, before me, Steven J. Gibbs, a notary public, qualified for said county, personally came Danielle B. Calamela, as Authorized Representative, who provided a driver's license and was shown to be the identical person who signed the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed.



Notary Public


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20 OCT 19 AM 10
CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization and to comply with the provisions of Chapter 608, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with and accepts the obligations of such position.

Dated: October 15, 2010

By: Danielle B. Calamela
Print Name: Danielle B. Calamela
Registered Agent