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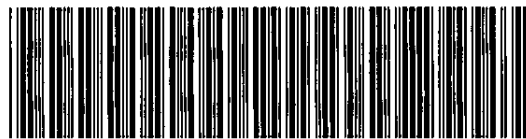
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER

NOV - 6 2013

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: **SP&F, 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:

Nicholas E. Christin, Esq.

Name of Person

Wicker, Smith, O'Hara, McCoy & Ford, P.A.

Firm/Company

2800 Ponce de Leon Blvd, Suite 800

Address

Coral Gables, FL 33134

City/State and Zip Code

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

For further information concerning this matter, please call:

Nicholas E. Christin, Esq. at **305 448-3939**

Name of Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

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| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
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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

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SP&F, LLC**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The Articles of Organization for this Limited Liability Company were filed on February 28, 2012 and assigned Florida document number: L12000028403.

This amendment is submitted to amend the Managing Member/Managers.

MGR = Manager

MGRM = Managing Member

	Title	Name	Address	Type of Action
1.	MGRM	Mary E. Taylor	16980 SW 288 Street Homestead, FL 33030	Remove
2.	MGR	Mary Elizabeth Taylor	759 NE 76 Street Miami, FL 33138	Add
3.	MGR	Kathleen Taylor Murphy	17345 SW 264 Terrace Homestead, FL 33031	Add
4.	MGR	Christi Taylor Jefferson	102 West McDermott Allen, TX 75013	Add

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME, MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be SP&F, LLC, and its mailing address and street address of the principal office shall be at located at 17345 SW 264 Terrace, City of Homestead, County of Miami-Dade, State of Florida 33031, but it shall have the power and authority to establish branch offices at any other place or places as the manager may designate. The mailing address shall be the same.

ARTICLE II

The address of the initial registered office of the limited liability company is 17345 SW 264 Terrace, Homestead, Florida 33031, and the name of the company's initial registered agent at that address is Kathleen Murphy.

ARTICLE III

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 and conduct business for profit in the State of Florida including, but not limited to, real estate.

(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, mortgage, borrow and lend money, 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, 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 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.

(6) Any and all lawful business.

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 IV

EXERCISE OF POWERS

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

ARTICLE V

MANAGEMENT

The limited liability company shall be managed by the Managers. The LLC is a Manager-Managed Company. The names and addresses of the initial Managing Directors are Mary Elizabeth Taylor, 759 N.E. 76 Street, Miami, FL 33138, Kathleen Taylor Murphy, 17345 S.W. 264th Terrace, Homestead, FL 33031 and Christi Taylor Jefferson, 102 West McDermott, Allen, TX 75013 (hereinafter collectively "Managers"), who shall serve until there are no remaining original Managers, at which time a successor manager(s) will be elected by the members.

All decisions and action by the Managers shall be by unanimous decision of all the Managers.

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Managers shall have the right to admit new members. 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 the written consent of Mary Elizabeth Taylor, Kathleen Taylor Murphy and Christi Taylor Jefferson.

ARTICLE VII

REMOVAL, RESIGNATION AND WITHDRAWAL OF MEMBERS

It is hereto agreed that a member shall be entitled to withdraw from the limited liability company for any reason, so long as the withdrawing member either transfers his interest to the limited liability company or transfers his interest to a third party only with the written consent of the Managers.

In the event of the withdrawal of any member from the limited liability company, the members hereto agree that the withdrawing member shall retain no right to dissolve the limited liability company or to sell the limited liability company assets. It is further agreed that all remaining members shall be entitled to continue the limited liability company and shall not owe any duty to transfer the limited liability company's assets to the withdrawing member.

The Managers may remove another member, without having to possess, state or approve cause.

A member may resign by providing written notice to the Managers using the means of notice stated in the company's operating agreement for giving notice to the Managers. If the operating agreement does not specify a means of giving notice, the member must give notice by a means sufficient under the laws of the State of Florida for service of process. The resignation of a member shall take effect thirty (30) days after the date that the member gave notice to the Managers, or at a later date stated in the notice of resignation.

ARTICLE VIII

MEMBERS' RIGHTS TO CONTINUE BUSINESS

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 Managers shall have the right to admit additional members and to continue the business.

ARTICLE IX

DURATION

This limited liability company shall exist until dissolved in a manner provided by law.

To avoid dissolution under this section, the limited liability company must have at least two (2) remaining members. If a disassociation leaves the limited liability company with only one (1) remaining member, that member may admit an additional member in order to continue the limited liability company within a reasonable time as proscribed by the laws of the state of Florida.

ARTICLE X

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the limited liability company's Operating Agreement then, to the extent allowed by law, the Operating Agreement will govern.

ARTICLE XI

INSURANCE

The limited liability company may purchase and maintain insurance on behalf of a member in that member's official capacity and any liability asserted against and incurred by the member in or arising from that capacity, whether or not the limited liability company would have been required to indemnify the member against the liability.

ARTICLE XIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT


The name of the limited liability company is SP&F, LLC.

The registered office and place of business of the LLC shall be 17345 S.W. 264th Terrace, Homestead, Miami-Dade County, Florida 33146, and the registered agent at such office shall be Kathleen T. Murphy. The Managers may change the registered office and/or registered agent from time to time.

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of SP&F, LLC

Having been named as registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as Registered Agent.

Executed by the undersigned at Miami-Dade County, Florida on the 21 day of October, 2013.

 (SEAL)
KATHLEEN MURPHY

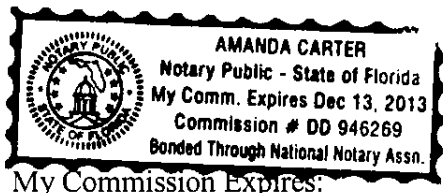
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

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) SS:
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BEFORE ME, the undersigned authority, personally appeared KATHLEEN MURPHY, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Amendment to the Articles of Organization, and she acknowledged before me that she executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at 75 NE 15th St, in said County and State, this 21st day of October, 2013.



A. Carter
Notary Public
State of Florida at Large

Executed, as resigning Managing Member, by the undersigned at Miami-Dade County, Florida on the 21 day of October, 2013.

Mary E. Taylor
MARY E. TAYLOR

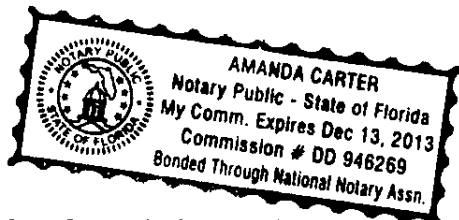
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

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) SS:
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BEFORE ME, the undersigned authority, personally appeared MARY E. TAYLOR, Individually, to me known to be the person described in and who executed, as resigning Managing Member, the foregoing Articles of Amendment to the Articles of Organization of SP&F, LLC, and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at 75 NE 15th St, Miami-Dade County, Florida, this 21st day of October, 2013.



A. Carter
Notary Public
State of Florida at Large

My Commission Expires: