

L93000000253

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0070
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-0062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

4/14/97
 [Handwritten initials and signatures]

request	taken	confirmed	approved
date	4/14/97		
time	10:48		ck'd.
by	DJL		

WALK-IN
 Will Pick Up _____

RE: Oak's Two Newsstand
L.C.

Capital Expense _____
 Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
☒ () Cert. Copy(s) _____

☒ Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S _____
 Fictitious Name File _____

Name Reservation _____
 Annual Report/Statement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

Ucc 1 or 3 000002149887-1
 Ucc 11 Search -04/21/97-01175-002
 Ucc 11 Filing ****104.00 ****104.00
 File No.'s _____ Copies _____
 Counter Service 000002149887-1
 Shipping/Handling -04/21/97-01175-003
 Phone () *****1.00 *****1.00
 Top Priority _____
 Express Mail Insp. _____
 Fax () _____ bgs.

SUBTOTALS

FEE.....
 DISBURSED.....
 SURRENDER.....
 TAX on corporate supplied.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

AMENDED
ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
OAKS TWO THOUSAND, L. C.

Originally filed on 8/11/93

97 APR 14 PM 3:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, OAKS TWO THOUSAND, L.C., a Florida limited liability company, adopts the following Articles of Amendment to its Articles of Organization and swear to the following:

(1) The name of the limited liability company is OAKS TWO THOUSAND, L. C., (the "Company").

(2) Amendments to the Articles of Organization of the Company were adopted by the Company effective June 1, 1996 so that Article 5 of the Articles of Organization of the Company shall read in its entirety as follows:

ARTICLES 5 - MANAGEMENT

Management of the Company is reserved to its managers and officers whose names and addresses are as follows upon the date of execution of these Articles of Amendment:

Name	Address	Office
PIERO RIVOLTA	215 Robln Drive Sarasota, FL	President/Manager
RENZO RIVOLTA	215 Robln Drive Sarasota, FL	Vice President/Manager
MARELLA RIVOLTA	215 Robln Drive Sarasota, FL	Secretary/Manager

The foregoing shall serve as managers and officers as aforesaid until the next annual meeting of the members and until their respective successors shall have

been elected and qualified or until their earlier resignation from office, removal or death. All limited liability company powers shall be under the authority of and the business and affairs of the Company shall be managed under the direction of the managers of the Company, PROVIDED, the day-to-day conduct of the Company's business shall be carried out by the officers of the Company, who shall be appointed by the managers of the Company. The President and the Vice President, or either of them, are specifically authorized to execute deeds and to convey the real property of the Company in the ordinary exercise of the Company's business. Such officers, or either of them, are further empowered to enter into contracts, to incur indebtedness or other obligations of the Company (Provided any single obligation or indebtedness which shall exceed the sum of ONE MILLION FIVE HUNDRED THOUSAND (\$1,500,000.00) DOLLARS shall require the signatures of both the President and Vice President of the Company) In furtherance of the business affairs and purposes of the Company. Any authority not delegated to the officers of the Company as hereinabove set forth shall be exercised by the unanimous vote of the managers."

(3) The amendments set forth herein were adopted by the members of the Company effective the 1st day of June, 1996.

(4) The purpose of the filing of this amendment is correct the name of the member of the limited liability company.

IN WITNESS WHEREOF, these Third Articles of Amendment to the Company's Articles of Organization have been signed and sworn to by the Company and by each of the members of the Company this 1st day of June, 1996.

ALL MEMBERS OF THE COMPANY:
SAN SIRO, INC.

By: 
Piero Rivolta, President

RIVOLTA DEVELOPMENT BAYSIDE, INC.

By: 
Piero Rivolta, President

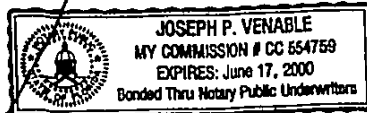
STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th day of April, 1997 by PIERO RIVOLTA, as President of SAN SIRO, INC. who is personally known to me and who did not take an oath.


_____, NOTARY PUBLIC
(Print Notary Public Name)

MY COMMISSION EXPIRES:



(SEAL)

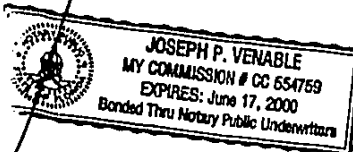
STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th day of April, 1997 by PIERO RIVOLTA, President of RIVOLTA DEVELOPMENT BAYSIDE, INC. who is personally known to me and who did not take an oath.


_____, NOTARY PUBLIC
(Print Notary Public Name)

MY COMMISSION EXPIRES:



(SEAL)