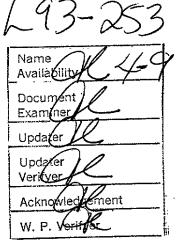
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FILING OR	RECORDING	OF	DOCUMENTS
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OR RECORDING OF DOCUMENTS	Date:		4/1/98
Re: Oaks Two Thousand, L.C.			
The following documents are enclosed for filing or recording with your office.			
Amended Articles of Amendment to Articles of Organization	of	0aks	Two Thousand,
L. C., original and one copy			

Charge our account for fees

Check enclosed to cover fee. \$105.00

DIVISION OF CORPORATIONS P O BOX 6327 TALLAHASSEE FL 32314

TO

KAKLIS, VENABLE & WITT

Attorneys at Law

1400 4th AVENUE WEST BRADENTON, FLORIDA 34205 Phone: (813) 747-1180 / Fax: (813) 746-9252

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

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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 on December 15, 1997 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 Robin Drive Sarasota, FL	President/Manager
RENZO RIVOLTA	215 Robin Drive Sarasota, FL	Vice President/Manager/ Secretary

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."

- The amendments set forth herein were adopted by the members of the Company on the 15th day of December 1997.
- 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 15th day of December, 1997.

> ALL MEMBERS OF THE COMPANY: SAN SIRO, INC.

Piero Rivolta, President

RIVOLTA DEVELOPMENT BAYSIDE, INC.

Piero Rivolta, President

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5 day of December, 1997 by PIERO RIVOLTA, as President of SAN SIRO, INC. who is personally known to me and who did not take an oath.

(Print Notary Public Name)

MY COMMISSION EXPIRES:

LISA A. SANFORD

MY COMMISSION # CC 683629

EXPIRES: November 26, 2001

Bonded Thru Notary Public Underwriters

STATE OF FLORIDA

COUNTY OF SARASOTA

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

(Print Notary Public Name)

MY COMMISSION EXPIRES:

(SEAL)

LISA A. SANFORD

MY COMMISSION # CC 683629

EXPIRES: November 26, 2001

Bonded Thru Notary Public Underwriters