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CUMMINS, MUELLER & JUDSON, P.A.

ATTORNEYS AT LAW

1009 N. 14th Street • P.O. Box 491656
Leesburg, Florida 34749-1656

NORMAN C. CUMMINS
PATRICIA R. MUELLER
STEPHEN H. JUDSON
HARRY T. HACKNEY

PHONE: 352 / 787-5411
FAX: 352 / 365-1917

September 25, 1997

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

600002313576--1
-10/07/97--01023--017
****140.00 ****140.00

Re: Certificate of Second Amendment to Articles of
Organization of Lake Lands Limited, L.C.

Gentlemen:

Enclosed please find the original and one copy of the
Certificate of Second Amendment to Articles of Organization of Lake
Lands Limited, L.C. Please file the original Certificate and
certify the enclosed copy as the certified copy, and return same to
me at 14229 U.S. Highway 441, Tavares, Florida 32778. Enclosed is
their company's check in the sum of \$140.00 to cover the filing
costs, as follows:

1. Filing Fee	\$ 52.50
2. Certified Copy	\$ 52.50
3. Registered Agent Change	\$ 35.00
Total	\$140.00

FILED
SEP 26 PM 12:00
TALLAHASSEE, FLORIDA

Please do not hesitate to contact me if you have any
questions.

Name	Availability	Document Examiner	Updater	Updater Verifier	Acknowledgement	V. P. Verifier
		DCC	DCC	DCC	DCC	DCC

Yours very truly,

Patricia R. Mueller
Patricia R. Mueller psc

G. TAX
FILING 87.50
R. AGENT FEE
C. COPY 52.50
TOTAL
N. BANK
BALANCE DUE
REFUND

L94000000548

CERTIFICATE OF
SECOND AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
LAKE LANDS LIMITED, L.C.

FILED
91 SEP 26 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.411 and 608.419 of the Florida Limited Liability Company Act, the undersigned members of the limited liability company file the following Certificate of Second Amendment to its Articles of Organization:

1. The name of the limited liability company is Lake Lands Limited, L.C.

2. The articles of organization were filed on October 13, 1994. The Certificate of First Amendment was filed on April 21, 1995.

3. Ronald D. Brown has assigned all of his interest in the limited liability company to Kenneth A. Macaione; Ronald D. Brown has withdrawn and resigned as member and manager of the company; and the remaining members have consented to Kenneth A. Macaione becoming a member of the company. The members hereby amend the articles of organization to reflect these changes.

5. The registered office and registered agent are hereby changed as follows:

a. The street address of the current registered office is 5023 C.R. #125, Wildwood, Florida 34785.

b. The street address of the registered office is hereby changed to 5117 Banana Point, Okahumpka, Florida 34762.

c. The registered agent is hereby changed to William John Mathias.

d. The change in the registered office and registered agent was authorized by an affirmative vote of all the members of the company.

6. The management of this limited liability company is reserved to the members and the names and addresses of the current members are:

William John Mathias
5117 Banana Point
Okahumpka, Florida 34762

Kenneth A. Macaione
9409 Raven Dell Street
Orlando, Florida 32825

7. The anticipated amount of capital contributions for each of the members and their ownership shares as members in the company are as follows:

William John Mathias

\$ 500 - 10

50 10

Kenneth A. Macaione

\$ 500 - 10

50 10

Date: 9/25/97

~~LAKE LANDS LIMITED, L.C.~~

WILLIAM JOHN MATHIAS, Member

KENNETH A. MACAIONE, Member

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 25 day of September, 1997, by WILLIAM JOHN MATHIAS, and who:

- (☒) is/are personally known to me.
() produced Florida driver's license(s) as identification.
() produced _____ as identification.

Patricia R. Mueller
Notary Public

Print Notary Name: _____

My commission expires: _____

STATE OF FLORIDA
COUNTY OF LAKE

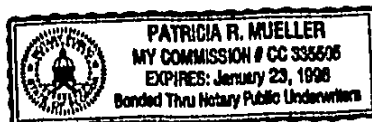
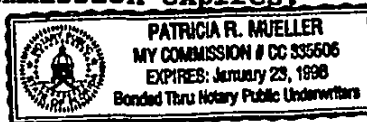
The foregoing instrument was acknowledged before me this 25 day of September, 1997, by KENNETH A. MACAIONE, and who:

- () is/are personally known to me.
(☒) produced Florida driver's license(s) as identification.
() produced _____ as identification.

Patricia R. Mueller
Notary Public

Print Notary Name: _____

My commission expires: _____



FILED

SEP 26 PM 12:00

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent to accept service of process for the above referenced limited liability company, at the place designated in the Certificate of Second Amendment to Articles of Organization, I hereby accept the appointment as Registered Agent, and I am familiar with and agree to comply with the provisions of the said Act relative to the obligations of that position and keeping open said office.


WILLIAM JOHN MATHIAS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 26 PM 12:00

FILED

CONFIRMATION OF ASSIGNMENT AND WITHDRAWAL OF MEMBER

The undersigned hereby confirms that he has assigned all of his interest in Lake Lands Limited, L.C., a Florida limited liability company to Kenneth A. Macaione, that he has withdrawn or resigned as a member and manager of the limited liability company, and that he has withdrawn or resigned as registered agent of the company.

Date: 9/25/97


RONALD D. BROWN

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 25 day of September, 1997, by RONALD D. BROWN, and who:
(☒) is/are personally known to me.
() produced Florida driver's license(s) as identification.
() produced _____ as identification.


Notary Public

Print Notary Name: _____

My commission expires: _____



AFFIDAVIT

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared WILLIAM JOHN MATHIAS, who after first being duly sworn, deposed and say:

1. That he is sui juris.


2. That William John Mathias and Kenneth A. Macaione are the two (2) members of the limited liability company organized as Lake Lands Limited, L.C. and each will contribute cash of \$ 500.00 to the company but no other property, and it is not anticipated that there will be any other contributions of cash or other property in the near future. If there are future needs for additional contributions of cash and/or other property by the members to the company then the members shall unanimously agree upon such contributions.

FURTHER AFFIANT SAYETH NAUGHT.


WILLIAM JOHN MATHIAS

The foregoing instrument was acknowledged before me this 25th day of September, 1997, by WILLIAM JOHN MATHIAS, and who:

- (☒) is/are personally known to me.
() produced Florida driver's license(s) as identification.
() produced _____ as identification.


Notary Public
Print Notary Name: _____
My commission expires: _____

