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FILED  
97 APR -3 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

March 31, 1997

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

100002132391--9  
-04/03/97-01038--001  
\*\*\*\$25.00 \*\*\*\$105.00

RE: Mathews various Limited Liability Companies

Dear Sir:

Enclosed herewith please find two copies of the Amendment to the Articles of Organization for the following companies along with our enclosed check in the sum of \$525.00 to cover filing fees, etc.

1. Mathews Bartow Investments, L.C.
2. Mathews Ft. Pierce Investments, L.C.
3. Mathews Winter Haven Investments, L.C.
4. Mathews Florida Investments, L.C.
5. Mathews Haines City Investments, L.C.

If you have any questions, please feel free to call.

Very truly yours,

  
ALAN F. GONZALEZ

AFG:et  
Enclosures

*Amend*

V8 APR 9 1997

**AMENDMENT TO ARTICLES OF ORGANIZATION**  
**OF**  
**MATHEWS WINTER HAVEN INVESTMENTS, L.C.**

**FILED**  
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We, the undersigned, being all of the members of MATHEWS WINTER HAVEN INVESTMENTS, L.C., a Florida limited liability company, which was originally filed in the State of Florida on February 24, 1997, hereby certifies that the following Amendment to the Articles of Organization of said company was unanimously adopted by the members of the Company by written unanimous written consent dated March 24, 1997, to wit:

Article X of the Articles of Organization of MATHEWS WINTER HAVEN INVESTMENTS, L. C. is hereby amended as follows:

**ARTICLE X - CLASS OF MEMBERS**

...The members of the Company shall be:

| <u>Active, Voting members:</u><br><u>Name:</u>  | <u>Type of</u><br><u>Member</u> | <u>Ownership percentage</u> | <u>Cash or Property</u><br><u>Contributed</u> |
|---|---------------------------------|-----------------------------|---|
| Edward D. Mathews and .<br>Charles A. Mathews as Co<br>Trustees of the Edward D.<br>Mathews Grantor Retained<br>Annuity Trust, dated January<br>31, 1997  | Active                          | 1%                          | See Schedule "A"<br>attached                  |
| Edward D. Mathews and .<br>Charles A. Mathews as Co<br>Trustees of the Charles A.<br>Mathews Grantor Retained<br>Annuity Trust, dated January<br>31, 1997 | Active                          | 1%                          | See Schedule "A"<br>attached                  |
| <u>Passive, Non-Voting members:</u>   |                                 |                             |   |
| Edward D. Mathews and .<br>Charles A. Mathews as Co<br>Trustees of the Edward D.<br>Mathews Grantor Retained<br>Annuity Trust, dated January<br>31, 1997  | Passive                         | 49%                         | See Schedule "A"<br>attached                  |

Edward D. Mathews and . Passive  
Charles A. Mathews as Co  
Trustees of the Edward D.  
Mathews Grantor Retained  
Annuity Trust, dated January  
31, 1997

49%

See Schedule "A"  
attached

In all other respects, the Articles of Organization for MATHEWS WINTER HAVEN INVESTMENTS, L.C., shall remain in effect notwithstanding this amendment.

IN WITNESS WHEREOF, we hereby set our hands and seals this 24 day of March, 1997.



EDWARD D. MATHEWS, as Co-Trustee  
of the EDWARD D. MATHEWS  
GRANTOR RETAINED ANNUITY  
TRUST, dated January 31, 1997 AND as  
Co-Trustee of the CHARLES A.  
MATHEWS GRANTOR RETAINED  
ANNUITY TRUST, dated January 31, 1997  
Managing Member



CHARLES A. MATHEWS, as Co-Trustee  
of the EDWARD D. MATHEWS  
GRANTOR RETAINED ANNUITY  
TRUST, dated January 31, 1997 AND as  
Co-Trustee of the CHARLES A.  
MATHEWS GRANTOR RETAINED  
ANNUITY TRUST, dated January 31, 1997  
Managing Member

**SCHEDULE "A"**

1. **SONNY'S BBQ BLDG.**  
4600 Recker Hwy.  
Winter Haven, Polk Co., FL

Legal Description: (See attached Schedule 8)

Fair Market Value: \$410,000

Mortgage: First Union

Principal Due: \$362,582

Title (prior to transfer to the L.C.) Edward D. Mathews and Charles A. Mathews,  
tenants by the entirety (100%).

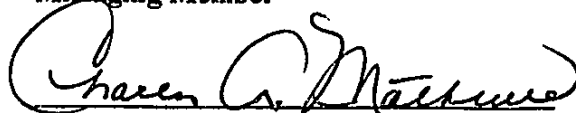
**MEMBERS WRITTEN CONSENT TO  
AMENDMENT OF ARTICLES OF ORGANIZATION**

The undersigned, being all of the managing members of MATHEWS WINTER HAVEN INVESTMENTS, L.C., entitled to vote, hereby consent to, authorize, and adopt the foregoing attached amendment to the Articles of Organization, Article X - Class of Members.

IN WITNESS WHEREOF, we hereby set our hands and seals this 24 day of March, 1997.



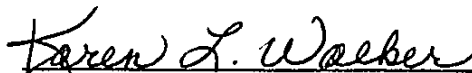
EDWARD D. MATHEWS, as Co-Trustee  
of the EDWARD D. MATHEWS  
GRANTOR RETAINED ANNUITY  
TRUST, dated January 31, 1997 AND as  
Co-Trustee of the CHARLES A.  
MATHEWS GRANTOR RETAINED  
ANNUITY TRUST, dated January 31, 1997  
Managing Member



CHARLES A. MATHEWS, as Co-Trustee  
of the EDWARD D. MATHEWS  
GRANTOR RETAINED ANNUITY  
TRUST, dated January 31, 1997 AND as  
Co-Trustee of the CHARLES A.  
MATHEWS GRANTOR RETAINED  
ANNUITY TRUST, dated January 31, 1997  
Managing Member

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 24 day of March, 1997, by EDWARD D. MATHEWS and CHARLES A. MATHEWS, who are personally known to me or who produced a driver's license as identification.



Notary Public

Commission No. & Expires (Seal)



KAREN L. WALKER  
My Commission C0440000  
Expires Apr. 07, 1999  
Bonded by ANB  
800-852-6878