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March 31, 1997

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

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

200002132392--6
-04/03/97-01038-001
***\$25.00 ***\$105.00

Amend

V8 APR 9 1997

FILED
97 APR -3 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF ORGANIZATION
OF
MATHEWS FT. PIERCE INVESTMENTS, L.C.

FILED
97 APR -3 AM 8:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

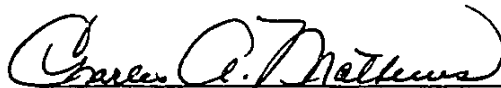
See Schedule "A"
attached

In all other respects, the Articles of Organization for MATHEWS FT. PIERCE 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 RESTAURANT BLDG.**
3120 South U.S. Hwy 1
Fort Pierce, St. Lucie Co., FL

Legal Description: (See attached Schedule 2)

Fair Market Value: \$250,000 ($\frac{1}{2} \times \$500,000$)

Mortgagee: First Union

Principal due: \$132,752 ($\frac{1}{2} \times \$265,503$)

Title (prior to transfer to L.C.) Edward D. Mathews (50% as tenant in common):

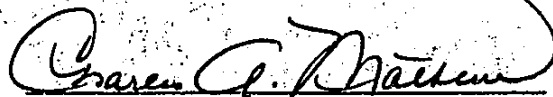
**MEMBERS WRITTEN CONSENT TO
AMENDMENT OF ARTICLES OF ORGANIZATION**

The undersigned, being all of the managing members of MATHEWS FT. PIERCE 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 CC440800
Expires Apr. 07, 1999
Bonded by AMS
800-652-6870