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March 31, 1997

Corporate Records Bureau

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32301

FILED  
97 APR -3 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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.

900002132389--5  
-04/03/97-01038--001  
\*\*\*525.00 \*\*\*105.00

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

Very truly yours,

  
ALAN F. GONZALEZ

AFG:et  
Enclosures

*Amend*

VS APR 9 1997

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

**FILED**  
97 APR -3 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, being all of the members of MATHEWS FLORIDA 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 FLORIDA 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 FLORIDA 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. LUCERNE MINI STORAGE FACILITY**

3841 West Lake Hamilton Dr.  
Winter Haven, Polk Co., FL

Legal Description: (See attached Schedule 4)

Fair Market Value: \$195,000

Mortgagee: First Union

Principal Due: \*

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

**2. MATHEWS MINI STORAGE FACILITY**

Commerce Ave.  
Haines City, Polk Co., FL

Legal Description: (See attached Schedule 5)

Fair Market Value: \$265,000

Mortgage: First Union

Principal Due: \*

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

**3. MATHEWS CAR WASH AND SERVICE GARAGE**

Commerce Ave.  
Haines City, Polk Co., FL

Legal Description: (See attached Schedule 6)

Fair Market Value: \$40,000

Mortgagee: None

Principal Due: N/A

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

4. MEDICAL OFFICE BLDG.  
129 S. 5th St.  
Haines City, Polk Co., FL

Legal Description: (See attached Schedule 7)

Fair Market Value: \$90,000 (1/2 x \$180,000)

Mortgagee: First National Bank of Polk County

Principal Due: \$45,350 (1/2 x \$90,699)

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

\* Properties #1 and #2 are collateral for one mortgage to First Union having a principal balance due of \$261,970.

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

The undersigned, being all of the managing members of MATHEWS FLORIDA 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.



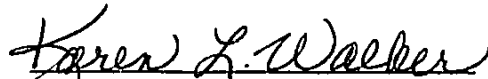
EDWARD D. MATHEWS, as Co-Trustee  
of the EDWARD D. MATHEWS  
GRANTOR RETAINED ANNUITY  
TRUST, dated January 31, 1997 AND as  
Co-Trustee of the CHARLES A.  
MATHEWS GRANTOR RETAINED  
ANNUITY TRUST, dated January 31, 1997  
Managing Member



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 CC440600  
Expires Apr. 07, 1999  
Bonded by ANB  
800-852-5878