

RONALD WITKOWSKI, P.A.
12798 WEST FOREST HILL BOULEVARD, SUITE 202
WELLINGTON, FLORIDA 33414
561-753-9093
561-791-2731 (FAX)

L97000001223
Via Federal Express

April 3, 2000

Department of State
Division of Corporations
409 E Gaines Street
Tallahassee, FL 32399

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-04/04/00--01071--003
*****25.00 *****25.00

Re: Ucci Development Company, L.L.C.

Dear Sir/Madam:

Enclosed please find a Certificate of Amendment to the Articles of Organization of Ucci Development Company, L.L.C. together with our firm's check in the amount of \$25.00 to cover the cost of filing. Kindly stamp the enclosed copy filed and return to me in the self-addressed stamped envelope provided herein.

Thank you for your anticipated cooperation. If you have any questions, please contact me.

Very truly yours,

Mari-Ellen K. Sheldon

Mari-Ellen K. Sheldon
Secretary to Ronald Witkowski, Esq.

Enclosures
/mes

FILED
00 APR -4 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	
Availability	
Document Examiner	DOC
Updater	DOC
Updater Verifier	
Act no. Medgement	
W. P. Verifier	DOC

L97000001223

CERTIFICATE OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
UCCI DEVELOPMENT COMPANY, L.L.C.

FILED
00 APR -4 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

First: The date of filing of the Articles of Organization was October 30, 1997.

Second: The following amendments to the Articles of Organization were adopted by UCCI DEVELOPMENT L.L.C.:

ARTICLE X
APPOINTMENT OF CHIEF MANAGER

Andrea Ucci was designated as the Chief Manager under the Operating Agreement of UCCI DEVELOPMENT, L.L.C. (the "Company"), effective December 11, 1997, and continues to serve in that capacity.

ARTICLE XI
POWERS OF THE CHIEF MANAGER

In addition to, and not in limitation of, any powers provided for in the Operating Agreement of the Company, the Chief Manager has the power to authorize an attorney-in-fact to act in his stead, and to grant either limited or full authority to said attorney-in-fact including the power and authority to bind the Company as fully as if the Chief Manager had done so.

Among the powers of the Chief Manager provided for in the operating agreement of UCCI DEVELOPMENT, L.L.C. effective December 11, 1997, and which remain in full force and effect are the following:

(a) To acquire property from any Person or Entity as such Chief Manager may determine. The fact that a Member is directly or indirectly affiliated or connected with any such Person or Entity shall not prohibit the Chief Manager from dealing with that Person or Entity;

(b) To borrow money for the Company from banks, other lending institutions, the Members, or affiliates of the Members on such terms, as he deems appropriate, and in connection therewith, to hypothecate, encumber and grant security interests in the assets of the Company to secure repayment of the borrowed sums. Except as otherwise provided in the Florida Act, no debt shall be contracted or liability incurred by or on behalf of the Company except by the Company's Chief Manager;

(c) To hold and own any Company real and/or personal properties in the name of the Company;


(d) To execute on behalf of the Company all instruments and documents, including, without limitation, checks, drafts, notes and other negotiable instruments, mortgages or deeds of trust, security agreements, financing statements, documents providing for the acquisition, mortgage or disposition of the Company's property, assignments, deeds, bills of sale, leases, partnership agreements, and any other instruments or documents necessary, in the sole and absolute opinion of such Chief Manager, to the conduct of the business of the Company;

(e) To do and perform all other acts as may be necessary or appropriate to the conduct of the Company's business.

ARTICLE XII
APPOINTMENT OF ATTORNEY-IN-FACT

Ronald Witkowski has been designated as Attorney-in-Fact for UCCI DEVELOPMENT, L.L.C., with full power and authority to perform the acts set out on the document attached hereto as Exhibit "A". This appointment will remain in full force and effect until revoked by the Chief Manager or by any of the members of UCCI DEVELOPMENT, L.L.C., by filing an Amendment to the Articles of Organization of the Company with the Secretary of the State of Florida.


FILED
00 APR -4 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


By: Andrea Ucci, Chief Manager

Dated: March 30, 2000.


Skybird Development, Ltd.

Dated: March 30, 2000.


By: Andrea Ucci
Its: President

Sunbird Developments, Ltd.

Dated: March 30, 2000.


By: Andrea Ucci
Its: President

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EXHIBIT A

Prepared by and Return to:
Ronald Witkowski, Esq.
Ronald Witkowski, P.A.
12798 Forest Hill Blvd., #202
Wellington, FL 33414
W/C 106

SPECIAL LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

Ucci Development Company, L.L.C., a Limited Liability Company (the "Company") duly organized and existing under the laws of the State of Florida has determined that it is necessary to appoint Ronald Witkowski to act as attorney-in-fact and authorized agent on its behalf.

Ucci Development Company, L.L.C., hereby appoints Ronald Witkowski of 12798 Forest Hill Blvd, Suite 202, Wellington, FL 33414, as attorney-in-fact and authorized agent for Ucci Development Company, L.L.C., and is hereby authorized individually to perform the following acts on behalf of Ucci Development Company, L.L.C.:

- a. To exercise, do or perform any act, right, power, duty or obligation whatsoever in connection with and arising out of the purchase or sale of any real or personal property being transacted by the Company now or in the future.
- b. To sign, endorse, acknowledge, deliver, possess or execute any instruments of writing of whatever kind or nature as is necessary and proper in connection with the purchase or sale of any real or personal property owned by the Company now or in the future, including, without limitation, the authority to execute deeds of conveyance, bills of sale, affidavits and closing statements in connection with the sale and transfer of the Company's real and personal property located within the State of Florida.
- c. Full power and authority are hereby granted to Ronald Witkowski to do and perform every and all acts whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact and authorized agent shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers hereby granted.

d. The rights, powers and authority of said attorneys-in-fact and authorized agents to exercise any and all of the rights and powers herein granted shall commence and be in full force and effect upon execution hereof shall remain in full force and effect thereafter until revoked by the Company in a document recorded in the public records of Palm Beach County, Florida.

Dated this 30th day of March, 2000.

UCCI DEVELOPMENT COMPANY, L.L.C.

Mari-Ellen K. Sheldon
Witness: Mari-Ellen K. Sheldon

Ronald W. Thowski
Witness
Witness Printed Name

NANCY J. MULLIGAN
Witness
Witness Printed Name

Andrea Ucci
By: Andrea Ucci
Its: Chief Manager

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30th day of March, 2000 by ANDREA UCCI, as Chief Manager of Ucci Development Company, L.L.C., who is personally known to me or who has produced _____ as identification and who has not taken an oath.

Nancy J. Mulligan
NOTARY PUBLIC

My Commission Expires:



Nancy J. Mulligan
MY COMMISSION # CC830819 EXPIRES
May 19, 2003
BONDED THRU TROY FAIN INSURANCE, INC.