

L98000001088

LINDA A. LAWSON

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August 17, 1998

TO: Buck Kohr, Corporate Specialist
Division of Corporations

FROM: Linda A. Lawson



DATE: August 17, 1998

RE: NDC ASSOCIATES II, L.C.
NDC ASSOCIATES III, L.C.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 AUG 18 PM 1:22

Enclosed please find Amended and Restated Articles, duplicate for certification, check for \$227.50 (filing fee, certified copy and certificate of status) and a return UPS label. I am trying to have a closing on Wednesday, August 19, 1998, so I would appreciate your sending the certificate and certified copies overnight Tuesday.
Thanks for your cooperation.

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****227.50 ****113.75

CF - 52.50
CERT 61.25

BH
8/18/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
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August 14, 1998

CASSANDRA BRYANT
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: NDC ASSOCIATES II, L.C.
Ref. Number: L98000001088

We have received your document for NDC ASSOCIATES II, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The fee to file the AMENDED AND RESTATED CERTIFICATE is \$52.50. With a CERTIFIED COPY, the TOTAL would come to \$105.00. Please call or write to tell us we can change the amount on your cover sheet.

NEXT you MUST CHANGE the title of the document. It can either be an AMENDMENT, or it can be an AMENDED AND RESTATED ARTICLES OF ORGANIZATION. It can't be both in the case of this company.

If it is intended to be an AMENDED AND RESTATED ARTICLES, then you'll have to add some additional information. You'll have to tell us the DATE THE ORIGINAL ARTICLES WERE FILED. And you'll have to mention that the amended and restated articles have been executed in accord with chapter 608.411 F.S.

Do NOT in any case return the AMENDED AND RESTATED AFFIDAVIT DOCUMENT. This cannot be filed.

The only thing you can file dealing with contributions is a SUPPLEMENTAL AFFIDAVIT. For this company we show a TOTAL ANTICIPATED CONTRIBUTION AMOUNT of \$450,000.00. If the actual contribution amount has exceeded this, you MUST FILE a SUPPLEMENTAL AFFIDAVIT. Otherwise, do nothing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 198A00042290

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR
NDC ASSOCIATES II, L.C.**

Article I - Name

The name of the Limited Liability Company is NDC ASSOCIATES II, L.C.

Article II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 39 Brighton Avenue, Boston, Massachusetts 02134 and the principal business office in the State of Florida is 5811 Pelican Bay Blvd., Suite 208, Naples, Florida 34108.

Article III - Duration

The period of duration for the Limited Liability Company shall be twenty (20) years, unless terminated earlier in accordance with the Operating Agreement of the Limited Liability Company.

Article IV - Management

The Limited Liability Company is to be managed by the following members:

P9800001802X
Majestic West, Inc., 5811 Pelican Bay Blvd., Suite 208, Naples, Florida 34108;

Russell Development, Inc., 39 Brighton Avenue, Boston, Massachusetts 02134.

Article V - Admission of Additional Members

The members shall have the right to admit additional members and the terms and conditions of the admission shall be by unanimous consent of all of the members, pursuant to the terms of the Operating Agreement for the Limited Liability Company.

Article VI - Members Right to Continue Business

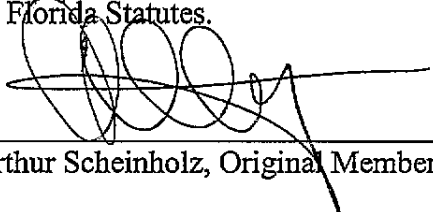
The remaining members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company as provided in the Operating Agreement.

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Article VII - Registered Agent

The name and address of the registered agent of the Limited Liability Company is Linda A. Lawson, Attorney, 866 99th Avenue North, Naples, Florida 34108.

These Amended and Restated Articles of Organization for NDC ASSOCIATES II, L.C. are respectfully submitted on this 17 day of August, 1998, for those Articles of Organization originally filed on July 15, 1998, pursuant to Section 608.411, Florida Statutes.


Arthur Scheinholz, Original Member

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