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October 19, 1998

Florida Department of State
Division of Corporations
Attn: Amended Articles/LLC
P.O. Box 6327
Tallahassee, FL 32314

Re: Manatee RW Properties, L.L.C.


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-10/21/98-01053--005
*****52.50 *****52.50

Dear Sir or Madam:

Enclosed please find Certificate of Amendment and Restatement of Articles of Organization for Manatee RW Properties L.L.C., a Florida Limited Liability Company. Also enclosed is the \$52.50 filing fee for the amendment. Please provide us with verification of filing.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE



Jo Lynn Jorczak
Legal Assistant

Name	Availability	Enclosure
Document Examiner	DOC	
Transfer	DOC	
Letter	DOC	
Refine	DOC	
W. P. Verifier	DOC	

FILED
98 OCT 21 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF ORGANIZATION FOR
MANATEE RW PROPERTIES, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of §608.411, Florida Statutes, the limited liability company amends and restates the Articles of Organization as follows:

- FIRST: The date of filing of the Articles of Organization was August 27, 1998.
- SECOND: The following amendments to the Articles of Organization were adopted by the Limited Liability Company:

Article IV - Management is hereby amended to add the following provision:

The managing member is vested with the power to adopt, alter, amend or repeal the Operating Agreement of the Limited Liability Company, without the consent of the members in certain respects as provided in the Operating Agreement.

Article V - Admission of Additional Members is hereby amended to add the following provision:

An assignee of the Limited Liability Company's interest may become a member only upon the consent of the managing member, and as otherwise provided in the Operating Agreement of the Limited Liability Company.

- THIRD: The Effective Date of the Amendment to the Articles of Organization shall be as of the date of the filing of the Articles of Organization.
- FOURTH: In all other respects, the provisions of the Articles of Organization, are hereby restated and affirmed.

Dated this 1st day of October, 1998.


Stanley Werb
Managing Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 21 AM 10:30

FILED