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D. Frank Wright, Esquire

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Reply: Orlando

November 15, 2000

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****100.00 ****25.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399


Re: Amendment to Articles of Organization of Orlando Office Properties, L.C.
Amendment to Articles of Organization of Mann Street Office Properties, L.C.
L98-1995 Amendment to Articles of Organization of St. Cloud Office Properties, L.C.
Amendment to Articles of Organization of Kissimmee Office Properties, L.C.
Our File Number: 999-1

To Whom It May Concern:

Enclosed please find four (4) original Amendments to Articles of Organization and Certificates of Amendment regarding the above-referenced matter. Also, enclosed is my firm's check number 20917 in the amount of \$100.00 for your filing fee. Please file these documents and forward a receipt to my office in the enclosed, self-addressed, stamped envelope.

Thank you for your assistance in this matter. Should you have any questions or need additional information, please feel free to contact me at 1 (800) 327-0234.

Sincerely,


D. Frank Wright

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DFW/m
Enclosures
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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

_____ **St. Cloud Office Properties, L.C.,** _____

(A Florida Limited Liability Company)

- FIRST:** The date of filing the articles of organization was September 25, 1998.
- SECOND:** The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Addition of **Article VIII** (see attached).

Dated:

November ¹⁴ 10, 2000.

Signature of a member or authorized representative of a member

Dr. William A. Steele
Typed or printed name

Filing Fee: \$25.00

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TALLAHASSEE FLORIDA

AMENDMENT TO ARTICLES OF ORGANIZATION

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the undersigned, who are all the members of **St. Cloud Office Properties, L.C.**, amend the articles of organization of the limited liability company originally filed with the Secretary of State of Florida on September 25, 1998, as follows:

Add **Article VIII**, as follows:

WITHDRAWAL OF MEMBER AND DISTRIBUTION UPON WITHDRAWAL

A member may withdraw from the limited liability company at any time, with the consent of all remaining members. The withdrawal must be evidenced in writing and must include within it the terms of the withdrawal as it pertains to distributions to the member of his or her fair value in the limited liability company, and any and all rights retained. The document evidencing withdrawal must be attested to by all remaining members.

The remainder of the provisions of the articles of organization shall remain as filed on September 25, 1998.

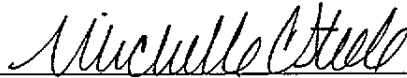
The members of **St. Cloud Office Properties, L.C.**, have executed the preceding amendment to the articles of organization of the company on November 10, 2000.

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TALLAHASSEE FLORIDA

STATEMENT OF WITHDRAWAL

I, Michelle Steele, hereby withdraw as a member of **St. Cloud Office Properties, L.C.**, and in doing so give up all rights, titles, and interest in **St. Cloud Office Properties, L.C.** I furthermore give up all rights, titles, and interest in any distributions to which I would otherwise be entitled to upon withdrawal as a member.

Dated: 11-13, 00.



Signature of withdrawing member

Michelle Steele

Typed or printed name

CONSENTED AND ATTESTED TO BY:



Signature of remaining member

Dr. William A. Steele

Typed or printed name

Dated: 11/14, 2000.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**