

FEB-04-99 09:51

FROM-SALLEY, FEINBERG, HAMES & HINTZE, P.A.

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Division of Corporations

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Florida Department of State

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LIMITED LIABILITY AMENDMENT

SANFORD 46, I, L.L.C.

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SUPPLEMENTAL MEMBER AFFIDAVIT

STATE OF FLORIDA

COUNTY OF Orange

BEFORE ME, the undersigned authority duly authorized in the State and County aforesaid to take acknowledgments, personally appeared T.B. Ball, III, (the "Affiant"), who after first being duly sworn, depose, stated and certified the following:

1. That Affiant is the managing member of Sanford 46, I, L.L.C., a Florida limited liability company (the "Company").


2. That Affiant hereby states that the original Member Affidavit as annexed to and filed with the Articles of Organization of the Company on October 29, 1998 is hereby amended and restated to state as follows:

<u>Member</u>	<u>Amount of Capital Contributions</u>
T. B. BALL, III	\$900.00
STEPHEN J. HATCH	\$100.00

No Property is Being Contributed.


3. That the above-referenced individuals are the only persons currently serving as members of the Company.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.



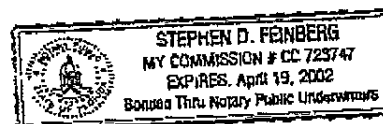
T.B. BALL, III

The foregoing instrument was acknowledged before me this 23rd day of November, 1998 by T.B. BALL, III, who is personally known to me or who did produce _____ as identification.



Notary Public
Name and Seal

Stephen D. Feinberg, Esq.
P.O. Box 3829
Orlando, Florida 32802
(407) 426-2360
FL Bar No.: 218375



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