

CCRS

103 N. MERIDIAN STREET, LOWER LEVEL

TALLAHASSEE, FL 32301

222-1113

L98000003346

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ACCT. #FCA-14

CONTACT:

CINDY HICKS

DATE:

1-11-99

REF. #:

0171. 5092

CORP. NAME:

Perle du Lac Condominiums, L.L.C.

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DIVISION OF CORPORATIONS
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() ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION

() ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME

() CERT. OF AUTHORITY () LIMITED PARTNERSHIP () LIMITED LIABILITY

() REINSTATEMENT () MERGER () WITHDRAWAL

() CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3

() OTHER:

AMENDMENT
AMENDED & RESTATE

STATE FEES PREPAID WITH CHECK# 45491 FOR \$ 105

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

400002736144--9

-01/11/99--01014--020

****105.00 ****105.00

COST LIMIT: \$

PLEASE RETURN:

() CERTIFIED COPY

() CERTIFICATE OF STATUS

() PLAIN STAMPED COPY

DIVISION OF CORPORATION

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Examiner's Initials

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L98-5346

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

PERLE DU LAC CONDOMINIUMS, L.L.C.

Pursuant to the provisions of Section 608.411 of the Florida Statutes, Perle du Lac Condominiums, L.L.C., a Florida limited liability company which filed its original Articles of Organization on December 22, 1998, hereby adopts the following Amended and Restated Articles of Organization of Perle du Lac Condominiums, L.L.C.:

ARTICLE I - Name

The name of the limited liability company is Perle du Lac Condominiums, L.L.C. (the "Company").

ARTICLE II - Address of Principal Office

The mailing address and street address of the principal office of the Company is: 2414 Mandan Trail, Winter Park, Florida 32789.

ARTICLE III - Duration

The term of existence of the Company commenced on December 22, 1998, with the filing of the Articles of Organization with the Secretary of State of the State of Florida, and shall continue until December 31, 2050, unless sooner dissolved pursuant to the Articles of Organization or Regulations of the Company, or by operation of law.

ARTICLE IV - Management

The Company is to be managed by a Manager or Managers. The name and address of the Manager are as follows:

AAA Development, L.L.C.
2414 Mandan Trail
Winter Park, Florida 32789

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ARTICLE V - Admission of Additional Members

New Members shall be admitted only with the consent of, and upon terms approved by, the Members that hold a majority of the interests in the Company.

ARTICLE VI - Members' Rights to Continue Business

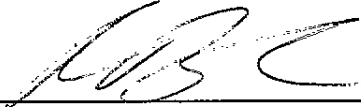
In the event of the death, retirement, resignation, expulsion, withdrawal, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued on approval of the Members (other than the terminated Member and such Member's successors-in-interest) that hold a majority of the interests in the Company as determined without taking into account the terminated Member and such Member's successors-in-interest.

ARTICLE VII - Registered Office and Registered Agent

The street address of the registered office of the Company in the State of Florida is 2414 Mandan Trail, Winter Park, Florida 32789. The name of the registered agent of the Company at that address is Ron Stocknopf Ben-Zeev.

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been duly executed by the undersigned Member this 8 day of January, 1999, and are being filed in accordance with Section 608.411 of the Florida Statutes.

AAA DEVELOPMENT, L.L.C.

By: 
Ron Stocknopf Ben-Zeev, Managing Member

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