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***105.00 \$105.00

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WRITER'S DIRECT LINE

May 19, 1999

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BY CERTIFIED MAIL/RETURN RECEIPT REQUESTED
ARTICLE NUMBER Z 306 391 539

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: ST. ARMANDS CIRCLE INVESTMENTS, LLC
ST. ARMANDS CIRCLE INVESTMENTS, L.P.

Dear Sir/Madam:

Enclosed please find the following documents:

- An original and a copy of the Amended and Restated Articles of Organization of St. Armands Circle Investments, LLC
- An original and a copy of the Supplemental Affidavit of Capital Contributions for a Limited Liability Company
- An original and a copy of the Limited Liability Company Name Consent by St. Armands Circle Investments, LLC
- Duplicate originals of the Certificate of Limited Partnership of St. Armands Circle Investments, L.P. and the Affidavit of Capital Contributions

Please file the Amended and Restated Articles of Organization of St. Armands Circle Investments, LLC and the Supplemental Affidavit as quickly as possible. Then, using the enclosed copy, provide a certified copy and return it to our office via regular US mail.

Upon the filing of the aforementioned amendment and supplemental affidavit, please file the Certificate of Limited Partnership of St. Armands Circle Investments, L.P. and the Affidavit

L99-1125

Name	W. P. Verity
Availability	W. P. Verity
Document	W. P. Verity
Examiner	W. P. Verity
Updater	W. P. Verity
Verifier	W. P. Verity
Signature	W. P. Verity

Department of State
Division of Corporations
May 19, 1999
Page 2

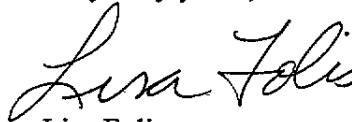
of Capital Contributions. Then, using our original, provide a certified copy and return it to our office via regular US mail.

Also enclosed are three checks made payable to the Department of State: one in the amount of \$105.00 to cover the filing fees for the amendment and certified copy; one in the amount of \$52.50 to cover the filing fees for the supplemental affidavit; and one in the amount of \$1,837.50 to cover the filing fees for the limited partnership.

If any problems should arise in connection with these transactions, please contact me immediately.

Thank you very much.

Very truly yours,



Lisa Folis
Corporate Paralegal

LAF/encls-355851

FILED
99 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
ST. ARMANDS CIRCLE INVESTMENTS, LLC**

FILED
99 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Amended and Restated Articles of Organization of St. Armands Circle Investments, LLC, which was originally filed on March 1, 1999 as a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes).

1. Name. The name of the Company is St. Armands Circle Investments, LLC
2. Duration. The existence of the Company shall begin on the date of filing of these Articles of Organization with the Department of State of the State of Florida, and shall be perpetual.
3. Principal Office. The mailing address and the street address of the principal office of the Company is:

181 Carica Road
Naples, Florida 34108

4. Manager. The Company is to be managed by a manager. The name and address of the manager who is to serve until the first annual meeting of members, or until her successor is elected and qualifies, whichever shall first occur, is as follows:

Myriam Colson Slaughter
181 Carica Road
Naples, Florida 34108

5. Additional Members. The existing members of the Company may admit additional members upon the unanimous consent of the then existing members and payment of a capital contribution by the new members, in cash or property, to be determined at the time of such admission by the then existing members.

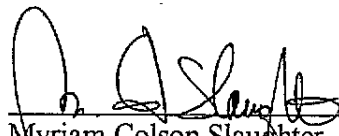
6. Continuation of Business. In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the Company, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall continue in existence and the remaining members may continue the business of the Company unless the majority-in-interest of the then remaining members consent in writing to the dissolution of the Company.

7. Amendment. These Articles of Organization may be amended in the manner provided in the Regulations of the Company.

8. Registered Agent. The name of the initial registered agent, and the address of the initial registered office, of the Company is:

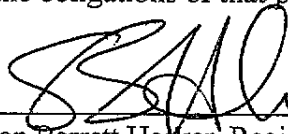
Susan Barrett Hecker
Williams, Parker, Harrison, Dietz and Getzen
200 South Orange Avenue
Sarasota, Florida 34236

In witness whereof, the undersigned has executed these Amended and Restated Articles of Organization this 18th day of May, 1999.



Myriam Colson Slaughter
Manager and Member of the
Company

By execution hereof, the undersigned accepts appointment as registered agent of the Company and acknowledges that she is familiar with and accepts the obligations of that position.



Susan Barrett Hecker, Registered Agent

FILED
99 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA