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November 16, 1999

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*****25.00 *****25.00

Secy of State - Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: Amendment to Georgie Porgie of Fort Myers L.L.C.

Dear Sir/Madam:

Enclosed please find a Certificate of Amendment for the above limited liability company along with a check for the filing fee. Please return a stamped copy of the Amendment for our file.

Thank you for your cooperation.

Sincerely,

Terry V. Broughton
Terry V. Broughton

TVB/jvs
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-22-99

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY
OF
GEORGE PORGIE OF FORT MYERS, L.L.C.

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited liability company whose Articles were filed with the Florida Dept. of State on March 3, 1999, adopts the following certificate of amendment to its Articles of Organization.

FIRST: Article V of the Articles of Organization is hereby amended as follows:

ARTICLE V
Management

The Limited Liability Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain additional provisions for the regulation and management of the affairs of the Company consistent with law or these articles of organization. The names and address of the members of the Company are:

Charles C. Bundschu Jr. and
Donnie F. Bundschu, husband and wife,
as an estate by the entireties

8510 Granite Court
Fort Myers, FL 33908

George Vinalek and Susan Vinalek
husband and wife as an estate by the entireties

8512 West 95th Street
Hickory Hills, IL 60457

Robert P. Dunkin


18580 Cutlass Drive
Ft. Myers Beach, FL 33931

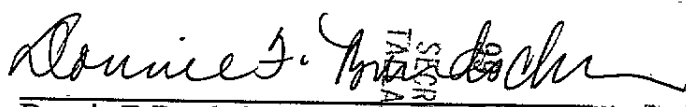
SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures of current managers:


Charles C. Bundschu, Jr.


George Vinalek


Robert P. Dunkin


Donnie F. Bundschu


Susan Vinalek

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