

Butzel Long
A PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS

KENT A. SKRIVAN

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July 31, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/03/00--01077--004
*****25.00 *****25.00

Re: Zebedee, L.L.C. - Articles of Amendment

Dear Sir/Madam:

Please find enclosed Articles of Amendment to the Articles of Organization of Zebedee, L.L.C., together with our check in the amount of \$25.00 for the filing fees for the same.

Please forward the letter of acknowledgement to me at the address indicated above. If you have any questions or comments, please do not hesitate to contact me.

Sincerely,


Kent A. Skrivan

KAS:sdt
Encis.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF ZEBEDEE, L.L.C.

Pursuant to the applicable sections of the Florida Limited Liability Company Act, the undersigned limited liability company submits the following Articles of Amendment to its Articles of Organization.

1. The name of the limited liability company is ZEBEDEE, L.L.C.
2. The date of the filing of the Articles of Organization for this limited liability company was March 9, 1999.
3. The following amendments to the Articles of Organization (amending Articles IV and IX) was adopted by the limited liability company on the 31st day of July, 2000.

Article IV is hereby amended to read as follows:

"ARTICLE IV
BUSINESS ADDRESS/MAILING ADDRESS

"The address of the place of business in this State of the L.L.C. shall be 26123 Fawnwood Court, Bonita Springs, Florida 34134. The mailing address of the L.L.C. shall be P.O. Box 366667, Bonita Springs, Florida 34136-6667."

Article IX is hereby amended to read as follows:

"ARTICLE IX
MANAGEMENT

The L.L.C. is to be managed by a Manager or Managers. The names and addresses of the initial Co-Managers of the L.L.C. who shall serve as Managers until a successor is elected and qualified are:

Nicola M. Combes
26123 Fawnwood Court
Bonita Springs, Florida 34134

Andrew W. Combes
26123 Fawnwood Court
Bonita Springs, Florida 34134

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Managers may be removed and replaced by the members, as provided in the Operating Agreement of the L.L.C. Managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement of the L.L.C."

IN WITNESS WHEREOF, the undersigned have signed these Articles of Amendment to the Articles of Organization this 31st day of July, 2000.

By: A. W. Combes
Andrew W. Combes, Member,
Co-Manager

By: Nicola M. Combes
Nicola M. Combes, Member,
Co-Manager

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 31st day of July, 2000, by ANDREW W. COMBES and NICOLA M. COMBES, as Members and Co-Managers and on behalf of ZEBEDEE, L.L.C., they are personally known to me or have produced drivers licenses as identification and who did take an oath.

 Cheryl M Mourning
My Commission CC682018
Expires September 21, 2001

Cheryl M. Mourning
NOTARY PUBLIC
Commission Expiration:

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CLERK OF STATE
TALLAHASSEE, FLORIDA