



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 8, 2000

JANINE LAZZARINI
CSC

SUBJECT: SUROCO INVESTMENTS, L.L.C.
Ref. Number: L99000001582

RESUBMIT
Please give original
submission date as file date
00 MAR 8 PM 4: 58
FILED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SUROCO INVESTMENTS, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be titled amended and restated article of organization.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 400A00012984

RECEIVED
00 MAR 16 AM 9: 53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLE OF
ORGANIZATION
OF
SUROCO INVESTMENTS-SOUTHWEST, L.L.C.,
F/K/A SUROCO INVESTMENTS, L.L.C.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.411, Florida Statutes, the undersigned Limited Liability Company adopts the following Amendment and Restatement of its Articles of Organization:

1. The name of the Limited Liability Company is Suroco Investments-Southwest, L.L.C., F/K/A Suroco Investments, L.L.C.
2. This Limited Liability Company's Articles of Organization are hereby amended and restated, as follows:

ARTICLE I
NAME

The name of the limited liability company shall be Suroco Investments-Southwest, L.L.C. ("Company").

ARTICLE II
PURPOSE AND POWER

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

ARTICLE III
MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company shall be 1763 Apex Road, Sarasota, Florida 34240.

ARTICLE IV
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered agent of the Company in the State of Florida is:

Bruce P. Chapnick, Esquire
Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.
2033 Main Street, Suite 600
Sarasota, Florida 34237

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ARTICLE V
MANAGEMENT

The Company is to be a members and manager company.

ARTICLE VI
OPERATING AGREEMENT


The Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time.

3. The Articles of Organization of this Limited Liability Company were duly filed with the Florida Department of State on March 19, 1999, and assigned Document Number L99000001582.

4. This Amendment and Restatement of Articles of Organization was duly adopted by the unanimous vote of the members of this Limited Liability Company on March 6, 2000.

IN WITNESS WHEREOF, the undersigned Member of this Limited Liability Company has executed this Amendment and Restatement of Articles of Organization as of March 3, 2000.

Suroco Investments-Southwest, L.L.C.

By 
Bruce P. Chapnick
Authorized Representative