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January 25, 2000

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*****25.00 xxxx 25.00

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

L99-2342

Re: **Certificate of Amendment to Articles of Organization of SCM Properties,
L.L.C., a Florida limited liability company**

Dear Sir/Madam:

Enclosed please find the original and one copy of a Certificate of Amendment to the Articles of Organization of SCM Properties, L.L.C., along with our check in the amount of Thirty-five Dollars (\$35.00), you fee for the filing of this Amendment.

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.

Diane Whitacre
Paralegal

Encl.

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FILED
00 FEB 21 AM 9:10
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 1, 2000

DIANE WHITACRE
MORRISON & CONROY
3838 TAMIAMI TRAIL SUITE 402
NAPLES, FL 34103

SUBJECT: SCM PROPERTIES, L.L.C.
Ref. Number: L99000002342

We have received your document for SCM PROPERTIES, L.L.C.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$25.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 100A00004813

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00 FEB 21 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SCM PROPERTIES, L.L.C.
a Florida limited liability company**

FIRST: The date of filing of articles of organization was April 22, 1999.

SECOND: The following amendment to the Articles of Organization was adopted by the limited liability company:

Article VI "Management" is hereby deleted in its entirety and in its place is inserted the following:

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Frank P. Potestio, Jr.
4600 St. Croix Lane
Naples, Florida 34109

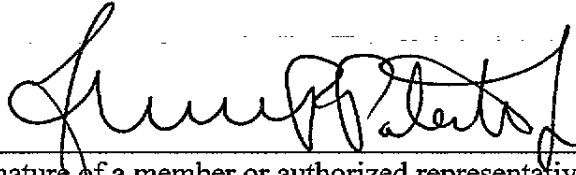
Edward S. Finkelstein
17842 Argyll Terrace
Boca Raton, Florida 33490

Mark Finkelstein
3324 Whitburn Court
Ada, Michigan 49301

J. Thomas Conroy, III
3838 Tamiami Trail North, Suite 402
Naples, Florida 34103

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00 FEB 21 AM 9:10
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

Dated: January 20, 2000.



Signature of a member or authorized representative of a member

FRANK P. POTESIO, JR.

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TALLAHASSEE, FLORIDA