

SMITH-PITTS & ASSOCIATES, PLC

ATTORNEYS AT LAW

5210 MARYLAND WAY, SUITE 201
BRENTWOOD, TENNESSEE 37027

TELEPHONE 615/370-9700

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December 16, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Via Federal Express

RE: MERGCO, LLC

800003075448--7
-12/20/99-01105-007
*****50.00 *****25.00

Dear Sir or Madam:

In connection with the above-referenced limited liability company, enclosed please find the following:

- 1) Articles of Amendment to Articles of Organization;
- 2) Statement of Change of Registered Office/Registered Agent;
- 3) Check to Florida Department of State for \$50.00; and
- 4) Return FedEx envelope to Smith-Pitts & Associates, PLC.

Please file the Articles of Amendment and Statement of Change and return same in the enclosed pre-paid FedEx envelope as soon as possible. Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to call this office collect.

Sincerely yours,

SMITH-PITTS & ASSOCIATES, PLC

Marie Wasson

Marie Wasson
Legal Assistant

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

MERGCO, LLC

(Present Name)
(A Florida Limited Liability Company)

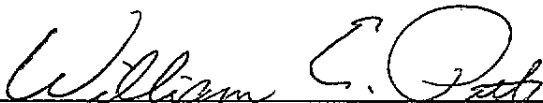
FIRST: The date of filing of the articles of organization was May 19, 1999.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Article I is deleted in its entirety and the following is substituted in lieu thereof. The name of the limited liability company is **AGP PROPERTIES (FL), LLC**.

Article II is deleted in its entirety and the following is substituted in lieu thereof. The mailing address and street address of the principal office and initial registered office of the limited liability company shall be 34894 Emerald Coast Parkway, Destin, Okaloosa County, Florida 32541. The name of the limited liability company's initial registered agent at its initial registered office is S. Malone Harville.

Dated December 16, 19 99.



Signature of a member or authorized representative of a member

William E. Pitts

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Filing Fee: \$25.00