

Division of Corporations

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L990000004425

Florida Department of State

Division of Corporations

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LIMITED LIABILITY AMENDMENT**LOT 11, L.L.C.****L99-4425**

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TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
LOT 11, L.L.C.

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned, being the authorized representative of the sole member of Lot 11, L.L.C., a Florida limited liability company (the "Company"), whose Articles of Organization were originally filed on July 21, 1999, hereby adopts the following Amended and Restated Articles of Organization of Lot 11, L.L.C.:

ARTICLE I - NAME

The name of this limited liability company is LOT 11, L.L.C.

ARTICLE II - DURATION AND CONTINUATION OF BUSINESS

The Company shall exist from the date of filing these Articles of Organization with the Department of State and shall be dissolved upon the occurrence of any one or more of the following events: (a) December 31, 2029; (b) the unanimous written consent of the members; (c) the death, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, unless the remaining members consent and elect to continue the business of the Company, or (d) the happening of any other event that makes it unlawful, impossible, or impractical to carry on the business of the Company.

ARTICLE III - MAILING ADDRESS AND STREET ADDRESS

The mailing address and street address of the principal office of the Company is:

11485 S. Cleveland Avenue, #1
Fort Myers, Florida 33907

Prepared by: Thomas P. Clark, Esquire
Florida Bar No.: 0510114
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

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ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and the street address of the registered agent of the Company are as follows:

<u>Name</u>	<u>Address</u>
James C. Johnston	1705 Colonial Boulevard Fort Myers, Florida 33907

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Except as otherwise provided in the regulations of the Company, additional members may be admitted to the Company, but only if all of the current members agree to the admission of the additional members and to the terms of admission.

ARTICLE VI - MANAGEMENT OF THE COMPANY

The management of the Company is reserved to the Managers. The names and addresses of the initial Managers of the Company are as follows:

<u>Name</u>	<u>Address</u>
Daniel Berry	11485 S. Cleveland Avenue, #1 Fort Myers, Florida 33907
Mary Lou Berry	11485 S. Cleveland Avenue, #1 Fort Myers, Florida 33907
Debra Johnson Boe	11485 S. Cleveland Avenue, #1 Fort Myers, Florida 33907
James C. Johnston	1705 Colonial Boulevard, Suite D-1 Fort Myers, Florida 33907

The foregoing Amended and Restated Articles of Organization restate, integrate, and amend the Articles of Organization of the Company, and are being duly executed and filed in accordance with Section 608.411(6) of the Florida Limited Liability Company Act. The foregoing Amended and Restated Articles of Organization were duly adopted by written consent of the sole member of the Company.

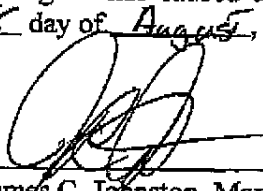
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Henderson, Frank

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IN WITNESS WHEREOF, the undersigned has caused these Amended and Restated Articles of Organization to be executed this 18 day of August, 1999.



James C. Johnston, Manager

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