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TODD WATSON
ATTORNEY AT LAW

SUITE 107
7785 BAYMEADOWS WAY
JACKSONVILLE, FLORIDA 32256

TELEPHONE (904) 739-9747
FACSIMILE (904) 739-9748

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November 19, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MJH

L99-4509

Re: The Estuaries Limited Liability Company

Dear Sir:

Enclosed are the Amended and Restated Articles of Organization for the above referenced limited liability company. Also enclosed is our check in the amount of \$52.50 which represents the fee for filing the amended articles.

Please contact our office if you should have any questions concerning this matter.

Sincerely,



Ginger Cassada
Legal Assistant

Enclosure
/gc

MCCALL, RAY ESTUARIES LLC AMENDED ARTICLES TO SEC OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 23 AM 11:45

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
THE ESTUARIES LIMITED LIABILITY COMPANY

The name of the Limited Liability Company is The Estuaries Limited Liability Company and The Articles of Organization of The Estuaries Limited Liability Company were filed on July 20, 1999.

The Undersigned Members and Managers of The Estuaries Limited Liability Company pursuant to §608.411 of the Florida Statutes, hereby amend Article 7.0 of the Articles of Organization of The Estuaries Limited Liability Company as follows:

ARTICLE 7.0

The Limited Liability Company shall be managed by Managers and names and addresses of the Managers are as follows:

Ray C. McCall	5455 A1A South St. Augustine, Florida 32084
William L. Pace	5455 A1A South St. Augustine, Florida 32084
Marlene B. McLeod	P.O. Box 270250 Tampa, Florida 33688-0250

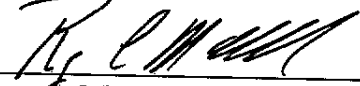
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

All other provisions of the Articles of Organization shall remain as otherwise stated.

The Amendment was unanimously approved by the Members and Managers of the Company and such vote was sufficient for approval.

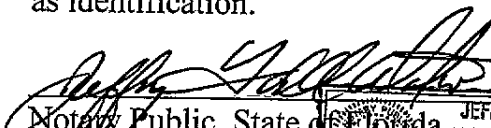
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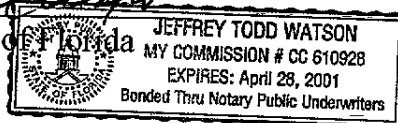
Signed this 29th day of September, 1999.


Ray C. McCall, Manager/Member

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 29th day of September, 1999, by Ray C. McCall, as a Manager/Member of The Estuaries Limited Liability Company and who has produced FDL# M240-723-39-190-0 as identification.


Notary Public, State of Florida
Notary's Seal:



MCCALL, RAY/ESTUARIES LLC/ARTICLES OF AMENDMENT