

Division of Corporations

Page 1 of 2

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY AMENDMENT

SOUTH BAY DEVELOPERS II, L.C.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 16, 2000

SOUTH BAY DEVELOPERS II, L.C.
104 CRANDON BOULEVARD, SUITE 417
KEY BISCAYNE, FL 33149

SUBJECT: SOUTH BAY DEVELOPERS II, L.C.
REF: 199000006758

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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

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Shawn Logan
Document Specialist

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SOUTH BAY DEVELOPERS II, L.C.

The undersigned, being all of the individuals who executed the original Articles of Organization of SOUTH BAY DEVELOPERS II, L.C., a Florida limited liability company ("SBD II"), hereby amend and restate the Articles of Organization as follows in accordance with section 608.411 of the Florida Limited Liability Company Act:

(a) The name of the limited liability company is SOUTH BAY DEVELOPERS II, L.C.;

(b) The date of filing of the Articles of Organization was October 15, 1999, Florida Department of State, Division of Corporations, Document Number 99000026072 1; and

(c) The name and address of the registered agent in the State of Florida is: Miami Corporate Systems, Inc., 5200 Blue Lagoon Drive, Suite 700, Miami, Florida 33126.

(d) The Articles of Organization of SBD II are hereby amended and restated as follows:

(i) ARTICLE II of the Articles of Organization are amended by deleting the address set forth therein and inserting the following address after the colon: 104 Crandon Boulevard, Suite 417, Key Biscayne, Florida 33149.

(ii) ARTICLE IV - MANAGEMENT is amended as follows: The entire paragraph currently set forth in the Articles of Organization is deleted and the following is inserted in lieu thereof:

The Limited Liability Company is to be managed by member and the name and addressee of the sole managing member that is: Allegiance Partners, Inc., a Florida corporation, Member/Manager, 104 Crandon Boulevard, Suite 417, Key Biscayne, Florida 33149.

Neither Cito Lopes, Inc., a Florida corporation, Carlos Cito and/or Cito Lopes have ever been a manager, managers, member and/or members of South Bay Developers II, L.C., a Florida limited liability company.

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TALLAHASSEE, FLORIDA

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^{Cito}
Carlos Cito ~~Lopez~~, by his signature set forth below, states, under oath, that he is not and never has been a manager or member of SOUTH BAY DEVELOPERS II, L.C., a Florida limited liability company.

Witnesses to Cortes:


Print Name: ORLANDO J. CABRERA


Print Name: MARY HORLAND

Signature of Member or Authorized Representative of Member:

ALLEGIANCE PARTNERS, INC.,
a Florida corporation

By:  (Seal)
Roberto Cortes, President

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by ROBERTO CORTES, the President of ALLEGIANCE PARTNERS, INC., a Florida corporation, freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of MAY, 2000.


Notary Public

Typed, printed or stamped name of Notary Public



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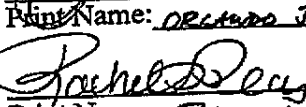
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In accordance with Section 608.408(3), Fla. Stat. (1999, as amended), the execution of this Affidavit constitutes and affirmation under penalties of perjury that the facts stated herein are true.)

Witnesses to Lopes:

With respect to ARTICLE IV:


Print Name: Orlando J. Caballero

Print Name: Rachel B. Peavey


Carlos Cito
Address: 741 Heron Road
Weston, FL 33326

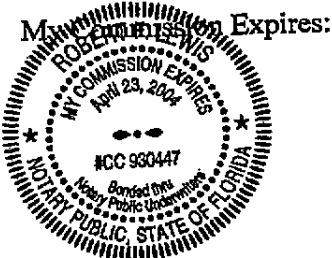
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by CARLOS CITO on behalf of Cito Lopes, Inc., a Florida corporation, as President, Cito Lopes (as a mistaken name for either himself or the corporation) and for himself, who is personally known to me or who has produced FL D/C as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of MAY, 2000.


Notary Public

Typed, printed or stamped name of Notary Public



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