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To:
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Fax Number : (850) 205-0383

From: **Vera Torres**
Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

Please arrange filing of the attached Amended and Restated Articles of Organization and return a certification to me as soon as possible.
~~Thank you for your assistance.~~

LIMITED LIABILITY AMENDMENT

STONEWOOD NAPLES, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
STONEWOOD NAPLES, LLC**

Pursuant to the provisions of Section 608.411 of the Florida Statutes, STONEWOOD NAPLES, LLC, a Florida limited liability company, hereby adopts the following Amended and Restated Articles of Organization which amend and restate its Articles of Organization which were filed on November 8, 1999:

ARTICLE I - NAME

The name of this limited liability company is STONEWOOD NAPLES, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 140 South Atlantic Avenue, Suite 300, Ormond Beach, Florida 32176.

ARTICLE III - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Company is 140 South Atlantic Avenue, Ormond Beach, Florida 32176, and the name of the registered agent of the Company at that address is Douglas E. Sullivan.

ARTICLE IV - MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

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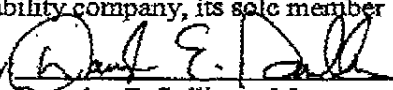
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IN WITNESS WHEREOF, the undersigned members of the Company have duly executed these Amended and Restated Articles of Organization pursuant to Section 608.411 of the Florida Limited Liability Company Act and Section 15.7 of the Company's Operating Agreement.

STONEWOOD RESTAURANT GROUP, LLC,
a Florida limited liability company

By: Stonewood Holdings, LLC, a Florida limited liability company, its sole member

By: 
Douglas E. Sullivan, Manager

L.G.L. INVESTMENTS, L.L.C., a Florida limited liability company

By: 
L. Gale Lemerand, Manager

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STOCK EXCHANGE
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