



L99000009074

ACCOUNT NO. : 072100000032
REFERENCE : 663111 9725B
AUTHORIZATION : *Patricia Pizuto*
COST LIMIT : \$ 25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 14 PM 2:26

FILED

ORDER DATE : April 14, 2000

ORDER TIME : 12:15 PM

ORDER NO. : 663111-005

CUSTOMER NO: 9725B

9000003209439--4

CUSTOMER: Ms. Cathy Nadeau
Roetzel & Andress
Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

DOMESTIC AMENDMENT FILING

NAME: VANAIR, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

L99-9074
4-14

Mr. Tolson	<i>[Signature]</i>
Mr. Ladd	<i>[Signature]</i>
Mr. Nichols	<i>[Signature]</i>
Mr. Belmont	<i>[Signature]</i>
Mr. Mohr	<i>[Signature]</i>
Mr. Winterrowd	<i>[Signature]</i>
Tele. Room	<i>[Signature]</i>
Mr. Holloman	<i>[Signature]</i>
Miss Gandy	<i>[Signature]</i>

RECEIVED
00 APR 14 PM 1:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
VANAIR, LLC**

a Florida Limited Liability Company

FILED
00 APR 14 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a limited liability company formed under the laws of the State of Florida by filing its Articles of Organization with the Secretary of State of Florida on December 21, 1999, hereby duly executes, acknowledges and files the following Amended and Restated Articles of Organization pursuant to Section 608.411, Florida Statutes.

ARTICLE I -- NAME

The name of the limited liability company shall be Vanair, LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 12995 South Cleveland Avenue, Suite 214, Fort Myers, Florida 33907.

ARTICLE III -- DURATION

The Company shall commence its existence on the date the Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Mark J. Price, Esq., Roetzel & Andress, 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VI -- TERMINATION OF EXISTENCE

Upon the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, the business of the Company may be continued by the consent of the remaining member or members.

ARTICLE VII -- MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

NAME

ADDRESS

North American Properties - Southeast,
Inc., a Florida corporation

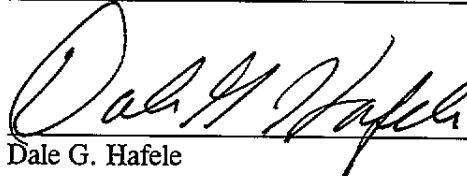
12995 South Cleveland Avenue
Suite 214, Fort Myers, FL 33907

ARTICLE VIII - AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

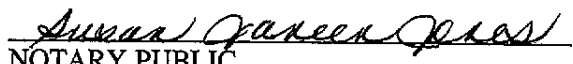
IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Organization at Fort Myers, Florida, on this 31st day of March, 2000.

Authorized Representative of a Member:


Dale G. Hafele

STATE OF FLORIDA)
) ss:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 31st day of March, 2000, by Dale G. Hafele, as authorized representative of a Member of Vanair, LLC. He is (X) personally known to me or () has produced _____ as identification.


NOTARY PUBLIC
Name: Susan Janeen Jones
(Type or Print)
My Commission Expires: 10/16/2000




00 APR 14 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

VANAIR, LLC

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Vanair, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.


Mark J. Price
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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