

L99000009189

VBP AT BELLE TERRE, LLC.
2285 E. STATE RTE. 100 SUITE 105
BUNNELL, FL. 32110
904/437-3787
904/437-4450 FAX

Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Dated: February 29, 2000

Re: Articles of Amendment to Articles of Organization

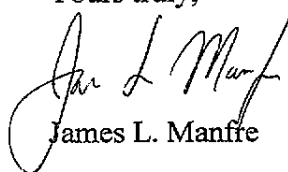
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*****25.00 *****25.00

Dear Sir or Madame,

Please find enclosed Articles of Amendment to Articles of Organization for VBP at Belle Terre, LLC. and Von Bulow Realty, LLC. with the appropriate filing fees.

Thank you for your attention to this matter.

Yours truly,


James L. Manfre

House Counsel

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Name Availability	
Document Examiner	DOC
Notary	DOC
Witness	DOC
Acknowledgement	DOC
W. P. Verifier	DOC

effective date

L99000009189



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 14, 2000

JAMES L. MANFRE
VBP AT BELLE TERRE, LLC
2285 E. STATE RTE 100, SUITE 105
BUNNELL, FL 32110

SUBJECT: VBP AT BELLE TERRE, L.L.C.
Ref. Number: L99000009189

We have received your document for VBP AT BELLE TERRE, L.L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

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

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 000A00014020

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

VBP at Belle Terre, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was December 27, 1999.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

The amendments are effective as of April 5, 2000

Article IV Management

The limited liability company is to be managed by managers and the name and addresses of such managers who are to serve as managers are:

Leonard J. Fries
2584 South Osprey Circle
Beverly Beach, FL 32136

Rosario Cassata
200 West Main Street
Babylon, NY 11702

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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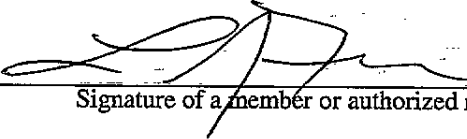
FILED

Article V

Registered Agent and Office

James L. Manfre, Esquire, 2285 E. State Route 100, #105, Bunnell,
Florida, 32110

Dated February 28, , 2000

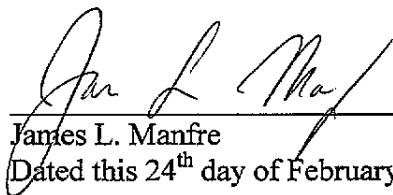

Signature of a member or authorized representative of a member

LEONARD J. FRIES

Typed or printed name of signee

Filing Fee: \$25.00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE VBP AT BELLE TERRE LIMITED LIABILITY COMPANY IN THE ATTACHED ATICLES OF AMMENDMENT, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


James L. Manfre
Dated this 24th day of February

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED