

11/05/2004 PM 14:48 FAX 305-296 6200 JERRY COLEMAN, P.L.

Division of Corporations

11/05/2004

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LIMITED LIABILITY AMENDMENT

D'ASIGN DEVELOPMENTS LLC

Certificate of Status	0
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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR
D'ASIGN DEVELOPMENTS LLC
L99000009292**

These amended and restated articles of organization for this Florida limited liability company were duly executed and are being filed in accordance with Section 608.411, Florida Statutes. The name of this limited liability company is D'Assign Developments LLC, for which the original articles of organization were filed on December 29, 1999, under the name D'Assign Holdings Gulfside LLC, which name was changed by a filing made on April 1, 2003. The amended and restated articles of organization are as follows.

ARTICLE I - NAME

The name of the Limited Liability Company is D'Assign Developments LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is

11500 Overseas Highway
Marathon, Florida 33050

**ARTICLE III - Registered Agent, Registered Office,
& Registered Agent's Signature**

The registered agent is changed to the individual set below and this change was authorized by affirmative vote of the members or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

**Jerry Coleman
201 Front Street, Suite 203
Key West, Florida 33040**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S.



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Registered Agent's Signature

ARTICLE IV - DURATION

The term of duration for the Limited Liability Company shall be perpetual, as may be limited by any agreements between or among the members.

ARTICLE V - MEMBERS' RIGHTS TO CONTINUE BUSINESS

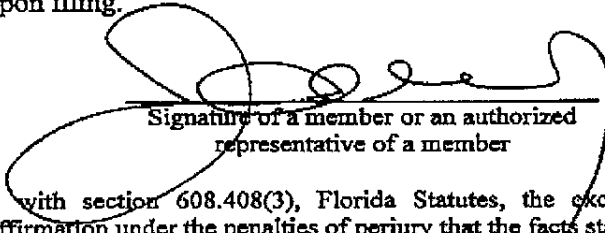
The remaining members of the Limited Liability Company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of the member in the Limited Liability Company, in accordance with any agreements between or among the members related to continuing of the business.

ARTICLE VI - MANAGEMENT (Check box if applicable.)

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

ARTICLE VII - EFFECTIVE DATE

Pursuant to the provisions of Chapter 608, Florida Statutes, the Limited Liability Company began its existence upon the filing of its original Articles of Organization in 1999 and these Amended and Restated Articles of Organization shall be effective immediately upon filing.



Signature of a member or an authorized
representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jerry Coleman
Typed or Printed

Prepared by:

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Jerry Coleman, Esq.
JERRY COLEMAN, P.L.
201 Front Street, Suite 203
Key West, Florida 33040
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