

12/02/2005 FRI 15:46 FAX 305 296 6200 JERRY COLEMAN, P.L.

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Division of Corporations

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LIMITED LIABILITY AMENDMENT

D'ASIGN SOURCE LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR
D'ASIGN SOURCE LLC
Document # L99000009297**

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. The amended and restated articles of organization are as follows.

ARTICLE I - NAME

The name of the Limited Liability Company is D'Assign Source 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 name and address of the registered agent is:

**Franco L. D'Ascanio
11500 Overseas Highway
Marathon, Florida 33050**

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.

Franco L. D'Ascanio
Registered Agent's Signature

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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 Company is to be managed by the following managers and is, therefore, a manager-managed company:

<u>Manager Name</u>	<u>Manager Position</u>
Anthony D'Ascanio	Chief Manager for Construction Contracting Services
Amedeo D'Ascanio	Chief Manager for Interior Design Services
Franco D'Ascanio	Chief Manager for Business Operations
William F. Knetge	Manager for Architecture Services
Dean Stoddart	Manager for Landscape Architecture Services

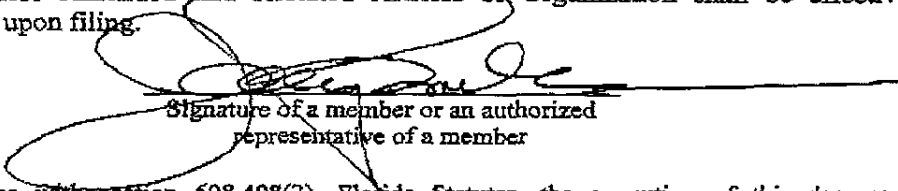
Managers for Architecture and Landscape Architecture Services shall have day-to-day supervisory authority and responsibility for oversight of the provision of their respective professionally licensed services provided to the public, but not the plenary authority of Chief Managers, as further described herein. Otherwise, with respect to authority as "managers" of this Limited Liability Company under Florida law, only those persons denominated as a "Chief Manager" of the Company shall have plenary authority to act on behalf and/or to bind the Company, including but not limited to execution of leases, conveyance documents and the like. The Chief Managers, Anthony D'Ascanio, Amedeo D'Ascanio and Franco D'Ascanio, are each individually fully authorized and have the power to act on behalf of the Company to sell, transfer, convey, lease, mortgage, and encumber any and all of the assets of D'Assign Source LLC, including real, personal and intangible property of any kind. There are no restrictions or limitations on these Chief

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Managers' power and authority to sell, transfer, convey, lease, mortgage, and encumber any such property.

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.)

Franco L. D'Ascanio
Typed or Printed

Prepared by:

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