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OUR FILE NO. 20-312

August 28, 2000

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-08/31/00-01049-010
*****25.00 *****25.00

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Orange Avenue Partners, LLC

Dear Sir/Madam:

On May 31, 2000, I qualified Orange Avenue Partners, LLC to conduct business in the State of Florida. In Paragraph No. 9 of the application, the members were set forth as H. Gary Stetson and Lois Worlock; however, H. Gary Stetson was incorrect as same should have been Stetson Properties of Orlando, Inc. Therefore, enclosed is my amendment to the application reflecting the change.

Number 9 of your amendment requires a certificate; however, no amendment is required in Georgia as the Articles of Organization only set forth the name of the entity and manager. I am enclosing a copy of the original Articles of Organization for your file as well as the \$25.00 fee for the amendment.

Should you have any questions, please do not hesitate to call me.

Sincerely,

David A. Kennedy, Esq.

DAK/jj

Enclosure

cc: Jeffrey L. Koval, Esq. (w/encl.) (via facsimile no. 401/885-7273)

H. Gary Stetson

M00-1075
95
W. F. V. V.

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

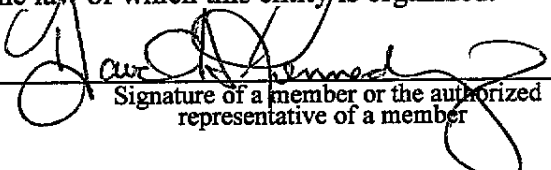
SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Orange Avenue Partners, L.L.C.
2. Jurisdiction of its organization: Georgia
3. Date authorized to do business in Florida: May 31, 2000

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____
5. New name of the limited liability company: _____
6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: Paragraph No. 9 sets forth H. Gary Stetson as one of the members is incorrect. Strike the name Gary H. Stetson and replace same with Stetson Properties of Orlando, Inc., 633 Dartmouth Street, Orlando, FL 32801.
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

David A. Kennedy, Attorney for Orange Avenue Partners, LLC
Typed or printed name of signee

COPY

ARTICLES OF ORGANIZATION
OF

ORANGE AVENUE PARTNERS, L.L.C.

Article 1.

The name of the limited liability company is **Orange Avenue Partners, L.L.C.**

Article 2.

Management of the limited liability company is vested in the manager whose name and address is as follows.

H. Gary Stetson
633 Dartmouth Street
Orlando, Florida 32804

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization.

This 16th day of May, 2000

By: 
Name: Lois Worlock
Title: Member

FILED
00 AUG 31 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
MAY 17 4 11 PM '00
BUREAU