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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN NOV 27 2002

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Avon Park Retail I, LLC

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TALLAHASSEE, FLORIDA

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ☒ L.C. File Amend
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

Signature

Requested by

PLW

11/27

Name

Date

Time

Walk-In

Will Pick Up

TERRY T. NEAL, P.A.
ATTORNEY AT LAW

November 27, 2000

Via Hand Delivery by Capital Connection

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Application by Foreign Limited Liability Company to File Amendment
To Application for Authorization to Transact Business in Florida for:
***Lake Wales Retail I, LLC; Avon Park Retail I, LLC; &
Sebring Retail I, LLC***

Gentlemen:

Please find enclosed herewith the following:

1. Original and one copy of Application for Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida of ***Lake Wales Retail I, LLC.***
2. Original and one copy of Application for Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida of ***Avon Park Retail I, LLC.***
3. Original and one copy of Application for Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida of ***Sebring Retail I, LLC.***
4. Vanguard's check in the amount of \$165.00 as follows: Filing fee of \$75.00 (\$25.00 for each amendment) and Certified copy fee of \$90.00 (\$30.00 for each amendment).

Please be advised each of the enclosed Applications to amend are being filed to correct the name of the managing manager from Vanguard Associates, Inc. to Vanguard Retail II, LLC. The managing member should have been Vanguard Retail II, LLC when each of these foreign limited liability corporations rather than Vanguard Associates, Inc. Please make certain to correct your records to no longer show Vanguard Associates, Inc., as the managing manager of each of these three entities, but instead to show Vanguard Retail II, LLC, as the managing manager.

We have asked Capital Connection to walk through these documents for filing and to obtain the certified copies.

11/26/2002 15:32

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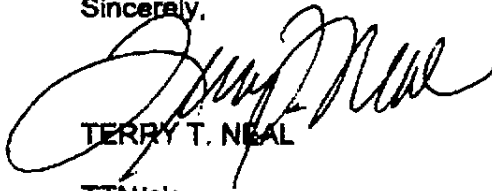
TERRY T NEAL PA

PAGE 04

If you have any questions concerning the above, please do not hesitate to contact me by collect telephone call at 352/323-8000.

Thank you for your attention herein.

Sincerely,



TERRY T. NEAL

TTN/als
Enclosures

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TALLAHASSEE, FLORIDA

**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: AVON PARK RETAIL I, LLC
2. Jurisdiction of its organization: Georgia
3. Date authorized to do business in Florida: January 8, 2001

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: Changing the managing member named in the original Application to Vanguard Retail II, LLC - See attached statement
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.
Vanguard Retail II, LLC, by Vanguard Associates, Inc., Managing Member

By: _____

Signature of a member or the authorized representative of a member

Timothy J. O'Neill, Jr., President

Typed or printed name of signer

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA

**Attachment to Application by Foreign Limited Liability Company
(Avon Park Retail I, LLC) To File Amendment To Application For
Authorization To Transact Business in Florida**

Item #8. The managing member shown in the original Application was suppose to have been VANGUARD RETAIL II, LLC, whose address is 1900 The Exchange, Suite 180, Atlanta, Georgia 30339, rather than Vanguard Associates, Inc., 1900 The Exchange, Suite 180, Atlanta, Georgia 30339, the entity actually shown on the original Application.

Please remove Vanguard Associates, Inc., 1900 The Exchange, Suite 180, Atlanta, Georgia 30339 from your records so it is no longer shown as the managing member of Avon Park Retail I, LLC and replace it with VANGUARD RETAIL II, LLC.

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