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Ke

KENNETH E. BROWN
12230 Forest Hill Blvd., Suite 120
Wellington, FL 33414

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #) **900003424489--8**
-10/13/00-01061--007
 *****25.00 *****25.00
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 00 OCT 13 PM 12:38
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10/18

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

BERKSHIRE POLO, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was 3/9/00

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

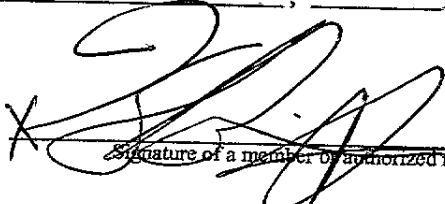
The sole manager of Berkshire Polo, LLC is KENNETH E. BROWN

The registered agent is: KENNETH E. BROWN
12230 Forest Hill Blvd., Suite 120
Wellington, FL 33414

DELETE LEONARD J. MERCER AS MANAGER & REGISTERED AGENT

Dated

7/21/2000



Signature of a member or authorized representative of a member

KENNETH E. BROWN

Typed or printed name of signee

L-2968

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TALLAHASSEE, FLORIDA

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Filing Fee: \$25.00

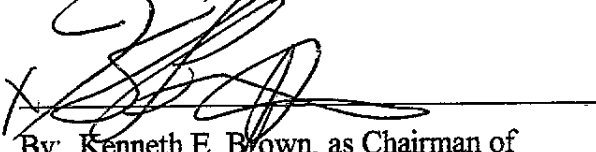
RESOLUTION OF BERKSHIRE POLO, LLC

On July 12, 2000, 1:00 pm, a special meeting of the of the members of Berkshire Polo, LLC, a Florida Limited Liability Company (hereinafter "POLO") was called to order. Present at the meeting were Berkshire Halifax Corporation, a Nevada Corporation, by and through its Chairman, Kenneth E. Brown (hereinafter "BHC") owner of One Hundred (100%) Percent of POLO, constituting all of the members of POLO, and the following was resolved:

1. BHC, by and through its Chairman, Kenneth E. Brown, made a motion to appoint Kenneth E. Brown as the sole manager of POLO. It was further moved that all actions by the manager require one signature, unless provided otherwise in the Regulations or Articles of Organization of POLO. The motion carried by a vote of 100% members in interest in favor.
2. In accordance with the vote detailed in Paragraph 1 above, Kenneth E. Brown is appointed as manager of POLO. All actions by the manager require one signature, unless provided otherwise in the Regulations or Articles of Organization of POLO.
3. The registered agent will be changed to Kenneth E. Brown; 12230 Forest Hill Blvd., Suite 120; Wellington, FL 33414.

DATED the 21 day of July, 2000.

Berkshire Polo, LLC



By: Kenneth E. Brown, as Chairman of
Berkshire Halifax Corp., holder of 100%
Ownership interest in Berkshire Polo, LLC

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