

L02000009655

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

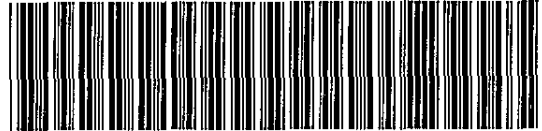
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 745497 9029A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 25.00

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TALLAHASSEE, FLORIDA

ORDER DATE : December 8, 2005
ORDER TIME : 11:04 AM
ORDER NO. : 745497-005
CUSTOMER NO: 9029A

DOMESTIC AMENDMENT FILING

NAME: MAGNOLIA ENERGY, LLC

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XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION
OF MAGNOLIA ENERGY, LLC
a Florida Limited Liability Company**

FIRST: The name of the Company is: MAGNOLIA ENERGY, LLC

SECOND: The Articles were filed with the Florida Department of State on April 23, 2002 under document number L02000009655.

THIRD: Article IV is amended as follows:

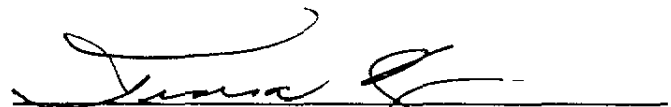
“Articles IV- Manager(s) or Managing Member(s):

“The name and address of each Manager or Managing Member is as follows:

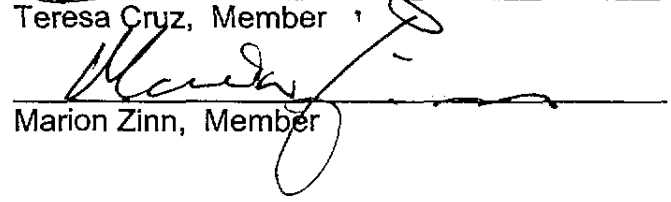
<u>Title:</u>	<u>Name and Address:</u>
MRGM	Teresa Cruz 19470 NW 8 Street Pembroke Pines, Fl 33029
MGRM	Marion Zinn 8841 N. Lake Dasha Drive Plantation, Fl 33324

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IN WITNESS WHEREOF, this Articles of Amendment has been duly executed and is being filed in accordance with Section 608.411 F.S., this 16 day of November, 2005.



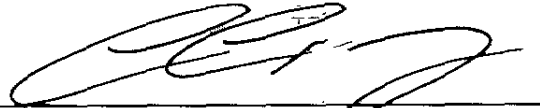
Teresa Cruz, Member



Marion Zinn, Member

RESIGNATION OF MANAGING MEMBER

The undersigned resigns as Managing Member of Magnolia Energy, LLC, a limited liability Company organized under the laws of the State of Florida and affirm that the limited liability company has been notified in writing of the resignation, effective as of the date hereof.



Name: Clemente Cruz, Jr.

Dated: November 16, 2005