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TALLAHASSEE FLORIDA

04 DEC 20 PM 1:19

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Emax Financial Group, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christina Brzustoski
(Name of Person)

Emax Financial Group, LLC
(Firm/Company)

1123 King Street
(Address)

Christiansted, St. Croix, USVI 00820
(City/State and Zip Code)

For further information concerning this matter, please call:

Christina Brzustoski at (860) 704-6261
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee & Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee & Certified Copy (additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed) |
|--|---|--|---|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 15, 2004

CHRISTINA BRZUSTOSKI
EMAX FINANCIAL GROUP
1123 KING STREET
CHRISTIANSTED, ST. CROIX, VI 00820

SUBJECT: EMAX FINANCIAL GROUP, LLC
Ref. Number: L02000024702

We have received your document for EMAX FINANCIAL GROUP, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$25.00.

You must complete the attached amendment form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 304A00064965

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

Emax Financial Group, LLC

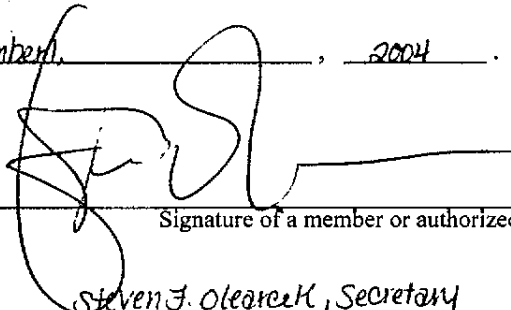
(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on September 20, 2002 and assigned document number LO2000024702.

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

See attached Action of the Manager

Dated December 1, 2004.



Signature of a member or authorized representative of a member

Steven J. Olearick, Secretary

Typed or printed name of signee

STATE OF FLORIDA
TALLAHASSEE

04 DEC 20 PM 1:19

FILED

Filing Fee: \$25.00


**EMAX FINANCIAL GROUP, LLC
ACTION OF THE MANAGER**

The undersigned, constituting the Manager of Emax Financial Group, LLC, a United States Virgin Islands Limited Liability Company, by consent in writing pursuant to the authority contained in the Emax Financial Group, LLC Operating Agreement, as amended and the laws of the United States Virgin Islands without the formality of convening a meeting, do hereby consent to the following actions of this limited liability company.

RESOLVED, that the following persons be appointed to the offices set forth opposite their respective names to serve for the balance of the current fiscal year of until their successors are chosen and qualify:

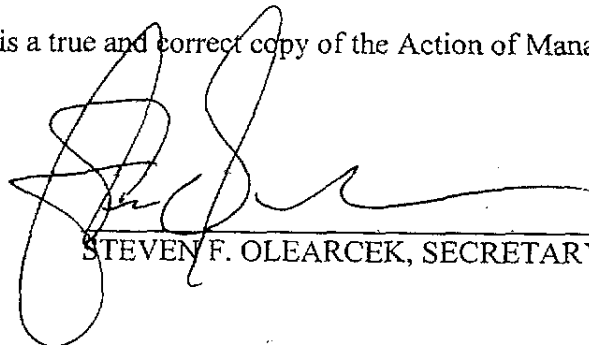
Mitchell L. Heffernan, Manager and CEO
James E. Pedrick, President
Michael Mattera, Executive Vice President and COO
David Mills, Vice President
Randy S. Roberge, Treasurer
Steven F. Olearcek, Secretary
Murdo Smith, Vice President, Assistant Secretary

IN WITNESS WHEREOF, the undersigned Manager has executed this Action of Manager as of the September 1, 2004.


MITCHELL L. HEFFERNAN
MANAGER

I hereby certify that the above is a true and correct copy of the Action of Manager dated September 1, 2004

DATED: September 1, 2004


STEVEN F. OLEARCEK, SECRETARY