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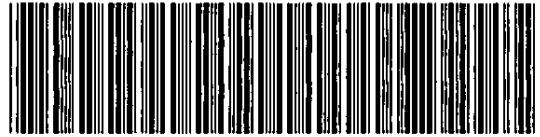
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TALLAHASSEE FLORIDA

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: AEM ANFANG, 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:

Eduardo L. Hernandez, Esq.

Name of Person

Law Offices of Eduardo L. Hernandez, P.A.

Firm/Company

306 Alcazar Avenue, Suite 203

Address

Coral Gables, Florida 33134

City/State and Zip Code

ehernandez@elhlaw.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eduardo L. Hernandez

Name of Person

at (**305**) **442-9715**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$25.00 Filing Fee

\$30.00 Filing Fee &
Certificate of Status

\$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

\$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

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

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE FLORIDA

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**AEM ANFANG, LLC
SECOND ARTICLES OF AMENDMENT**

These Second Articles of Amendment to the Articles of Organization of AEM ANFANG, LLC (the "Limited Liability Company") filed March 20, 2003, as amended by the Articles of Amendment filed May 29, 2003, are hereby amended as follows:

Article IV incorporated in the Articles of Amendment filed May 29, 2003 is hereby deleted and replaced in its entirety by the following Article IV:

ARTICLE IV – POWERS OF THE LIMITED LIABILITY COMPANY

The Limited Liability Company will:

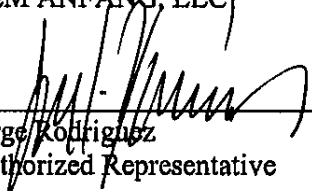
- A. not own any asset other than (i) the property located at 602 West Main Street, Inverness, Citrus County, Florida (the "Property"), and (ii) incidental personal property necessary for the operation of the Property; and
- B. not engage in any business other than the ownership, management and operation of the Property.

The amendment to the Articles of Organization of the Limited Liability Company set forth in these Second Articles of Amendment have been duly authorized by the sole member and manager of the Limited Liability Company on September 8, 2009 by unanimous consent.

The undersigned authorized representative acknowledges these Second Articles of Amendment to be the act of the Limited Liability Company and as to all matters or facts required to be verified under oath, the undersigned acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Limited Liability Company has caused these Second Articles of Amendment to be signed in its name and on its behalf by its authorized representative and attested to this 8 day of September, 2009.

AEM ANFANG, LLC,



Jorge Rodriguez
Authorized Representative

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