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BENEFICIAL HOLDINGS LLC.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
BENEFICIAL HOLDINGS LLC**

The undersigned, as all of the Members and Managers of Beneficial Holdings LLC, a Florida limited liability company (the "Company"), desiring to amend the Articles of Organization of the Company pursuant to the terms of Chapter 608, Florida Statutes, the Florida Limited Liability Company Act (the "Act"), states as follows:

1. The current name of the Company is Beneficial Holdings LLC.
2. The date of the filing of the original Articles of Organization of the Company was April 11, 2003.
3. The Articles of Organization of the Company are amended by deleting Article IV in its entirety and inserting the following section in its place and stead:

Article IV:

The Company is to be managed by Managers, except as provided in the Operating Agreement, and the names and addresses of the initial Manager is:

<u>Name</u>	<u>Address</u>
Donald W. Paxton	6455 Gateway Avenue, Suite A Sarasota, Florida 34231

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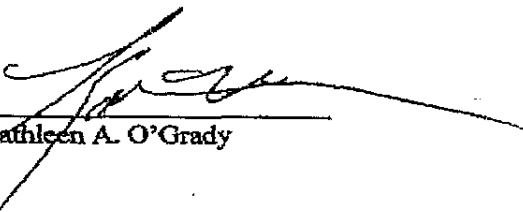
IN WITNESS WHEREOF, the undersigned have executed this Amendment this 18th day of January, 2006.

MEMBERS:

MANAGER:


Donald W. Paxton


Donald W. Paxton


Kathleen A. O'Grady