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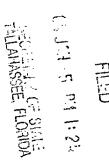
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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

January 8, 2004

TRADEWINDS OF KEY WEST, L.L.C. 3210 N. ROOSEVELT BLVD. KEY WEST, FL 33040

SUBJECT: TRADEWINDS OF KEY WEST LLC

Ref. Number: L03000035944

We have received your document for TRADEWINDS OF KEY WEST LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

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) 245-6020.

Tammi Cline Document Specialist

Letter Number: 004A00001324

Tradewinds of Key West, L.L.C. 3210 N. Roosevelt Boulevard Key West FL 33040

December 30, 2003

Department of State Division of Corporations 409 East Gaines Street Tallahassee FL 32399

To Whom It May Concern:

Enclosed, please find the Articles of Amendment for our limited liability company, Tradewinds of Key West, L.L.C, Florida Corporation #L03000035944. Also enclosed, please find a check for \$25.00 to cover the cost of recording.

Copies may be mailed to the address above. If you should have any questions of fequire additional information, please contact me at the phone number above.

Thank you for your prompt attention to this matter.

Warne Fels

Managing Member

ARTICLES OF AMENDMENT

TO

ARTICLES OF ORGANIZATION

OF

TRADEWINDS OF KEY WEST, L.L.C.

(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was September 22, 2003

SECOND: The following amendment to the articles of organization was adopted by limited liability company:

ARTICLE IX - Members

In a meeting held on December 30, 2003, the Managing Member, Barbara Elvi submitted her resignation and the following member joined the company to serve as the new Managing Member:

Wayne Fels 21094 7th Avenue Cudjoe Key FL 33042

SECOND: The effective date of this amendment shall be upon filing with the Secretary of State's Office.

THIRD: The members unanimously approved the adoption of this amendment.

Signed this 30th day of December, 2003.

Signature:

Wayne Fels - Managing Member

I-5-04