

L04000000785

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

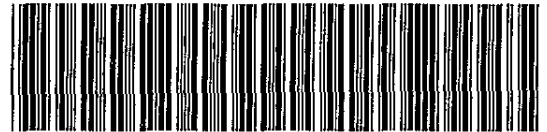
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 MAY 14 AM 10:18

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8160 S.W. 192<sup>nd</sup> Street  
Miami, Florida 33157  
(786) 586-7723

May 12, 2004

Florida Department of State  
Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

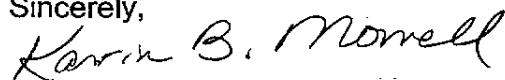
Re: Franklin Capital Group LLC  
Articles of Amendment to Articles of Organization

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to the Articles of Organization for Franklin Capital Group LLC and the corresponding filing fee. Please file these Articles as soon as possible and forward a letter of acknowledgement of same to undersigned at the above-listed address.

Thank you for your attention to this matter.

Sincerely,



Karin B. Morrell

KM:

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
FRANKLIN CAPITAL GROUP LLC**  
(Present Name)  
(A Florida Limited Liability Company)

**FIRST:** The date of filing of the Articles of Organization was January 5, 2004.

**SECOND:** The following amendments to the Articles of Organization were adopted by the limited liability company:

*Article II: Address*

The Company's street and mailing address is:

Franklin Capital Group LLC  
8160 S.W. 192<sup>nd</sup> Street  
Miami, Florida 33157 USA

*Article V: Management*

This will be a member-managed company. The name and address of each member is

Cathy Cruz Scafidi  
8160 S.W. 192<sup>nd</sup> Street, Miami, Florida 33157

Dated: May 12, 2004



\_\_\_\_\_  
Signature of a member or authorized representative of a member

KARIN B. MORRELL

\_\_\_\_\_  
Typed or printed name of signee

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA