

LO400000/457

Clean Play

4729 Palm Beach Blvd #35
Ft. Myers, FL 33905

(City/State/Zip/Phone #)

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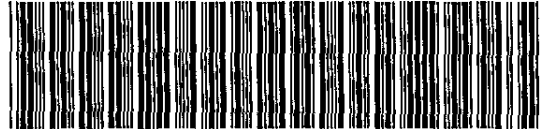
(Business Entity Name)

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**CERTIFICATE OF AMENDMENT OF
ARTICLES OF ORGANIZATION OF
CLEAN PLAY, LLC**
(L04000001457)

The Articles of Organization of CLEAN PLAY, LLC, a Florida limited liability company (the "Company"), with a filing date of January 7, 2004, are hereby amended as follows:

ARTICLE IV
Management

1. The names of the member managers are Tammy S. Borgia and Rossi E. Borgia.

ARTICLE V
Members

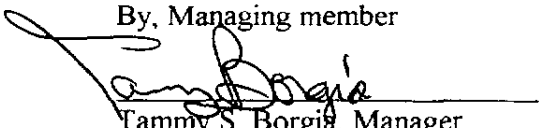
1. The names of the members is amended by adding Tammy S. Borgia and keeping Rossi E. Borgia as the only members of this LLC.

The address for these member managers is: 4729 Palm Beach Blvd., # 20
East Fort Myers, Florida 33905

DATED this 16th day of April 2004.

CLEAN PLAY, LLC

By, Managing member

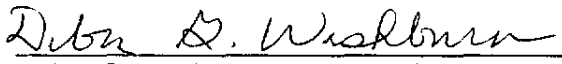

Tammy S. Borgia, Manager

CLEAN PLAY, LLC,

By, Managing member


Rossi E. Borgia, Manager

Subscribed and sworn to before me on this 16th day of April, 2004 by:


Debra G. Washburn, notary public, Lee County Florida



Debra Washburn
Commission # DD083183
Expires Jan. 9, 2006
Bonded Thru
Atlantic Bonding Co., Inc.