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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN NOV - 9 2004

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November 5, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Organization
Retail Condos USA, LLC

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2004 NOV -8 PM 1:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Amendment to Articles of Organization of Retail Condos USA, LLC effective September 2, 2004. Also enclosed is our check in the amount of \$35.00 in payment of the filing fee.

Please return a file stamped copy of the Articles of Amendment to the undersigned at the address indicated above. If you have any questions concerning this filing, please contact me.

Very truly yours,


Dennis L. Blackburn

DLB:rd
Enclosure
c: Mr. James G. Brady (w/o enclosure)

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
RETAIL CONDOS USA, LLC
DOCUMENT NUMBER: L04000043554

FILED
2004 NOV-8 PM 1:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 608.411, Florida Statutes, this Florida limited liability company adopts the following Articles of Amendment to its Articles of Organization:

A. The name of this Company is RETAIL CONDOS USA, LLC

B. An amendment to Article V of the Articles of Organization has been adopted by the Members of the Company. As amended, Article V reads as follows:

ARTICLE V

The names and addresses of the managing members/managers are:

Title: Manager
LARRY E. WALSHAW
11202 ST. JOHNS INDUSTRIAL PARKWAY N
JACKSONVILLE, FL 32246

Title: Manager
JAMES G. BRADY
11202 ST. JOHNS INDUSTRIAL PARKWAY N
JACKSONVILLE, FL 32246

There are no other amendments to the Articles of Organization, except as stated above.

C. The date of the adoption of the amendment to Article V by the Members of the Company is July 9, 2004.

IN WITNESS WHEREOF, RETAIL CONDOS USA, LLC has, caused these Articles of Amendment to be signed in its name by its Managers this 2nd day of September, 2004.


LARRY E. WALSHAW, MANAGER


JAMES G. BRADY, MANAGER