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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GSW PROPERTIES LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

KENNETH C. CARTER
(Name of Person)

GSW PROPERTIES LLC
(Firm/Company)

138 PALM COAST PRWY NE # 212
(Address)

PALM COAST FL. 32137-8241
(City/State and Zip Code)

For further information concerning this matter, please call:

KEN CARTER at (386) 447-0000
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

GSW PROPERTIES LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on 7/13/04 and assigned document number LO4000052804.

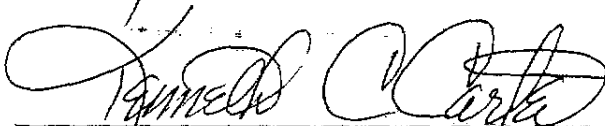
SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

CHANGE: CARTER, KENNETH C. _____ TO MGRM
138 PALM COAST PKWY NE #212
PALM COAST FL 32137-8241

CARTER, SCOTT R. _____ TO MEMBER
81399 MAIN ROAD
SOUTHOLD, N.Y. 11971

CARTER, KIMBERLY A. _____ TO MEMBER
1625 ORIOLE DR
SOUTHOLD, N.Y. 11971

Dated 25 MAY, 2005.



Signature of a member or authorized representative of a member

KENNETH C. CARTER

Typed or printed name of signee

05 MAY 27 AM 11:53