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KINGS BAY PRO3, LLC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

KINGS BAY PRO3, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on January 4, 2006 and assigned
document number L06000001325.

SECOND: This amendment is submitted to amend the following:

ARTICLE IV - MANAGER. The management of the Company shall be vested in the Managing Members
of the Company, any one of which is authorized to bind the Company, as provided in the Company's
Operating Agreement. The name and address of the Managing Members of the Company are:

UPG Investments, Inc.1361 13th Avenue South, Suite 245Jacksonville Beach, FL 32250UPG Holdings, Inc.1361 13th Avenue South, Suite 245Jacksonville Beach, FL 32250

Dated February 9, 2006


Signature of a member or authorized representative of a member

Joseph J. Van Rooy, Authorized Representative

Typed or printed name of signee

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