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TALLAHASSEE, FLORIDA

To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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LIMITED LIABILITY AMENDMENT

HILL ENTERPRISES, L.L.C.

Certificate of Status	0
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**ARTICLES OF AMENDMENT
 TO
 ARTICLES OF ORGANIZATION
 OF**

HILL ENTERPRISES, L.L.C.
 (Present Name)
 (A Florida Limited Liability Company)

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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FIRST: The date of filing of the articles of organization was JULY 31, 2000

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

ADDITION OF THE FOLLOWING MANAGING MEMBERS:

DAVE HILL
 3560 MAIN HIGHWAY
 COCONUT GROVE, FLORIDA 33133

LOUIS J. TERMINELLO
 2700 S.W. 37 AVENUE
 MIAMI, FLORIDA 33133

Dated August 1, 2000


 Signature of a member or authorized representative of a member

LOUIS J. TERMINELLO, ESQ.

Typed or printed name of signer

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