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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

13OVER30 LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was May 24, 2000.

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

ARTICLE V - MEMBERS

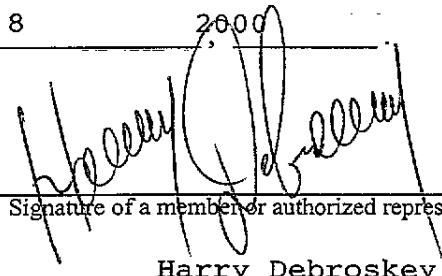
Effective May 25, 2000 the correct member names should read:

Sharon Smith
Pieron Investments Limited
P O Box 107 - Oceanic House
Duke Street
Grand Turk, Turks & Caicos Islands

Eilish Murphy
Rodlam Consultants Limited
P O Box 107 - Oceanic House
Duke Street
Grand Turk, Turks & Caicos
Islands

Dated October 18

2000



Signature of a member or authorized representative of a member

Harry Debroskey

Typed or printed name of signee

FILED
00 OCT 23 PM 4:02
SECRETARY OF STATE
DIVISION OF CORPORATIONS