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January 25, 2001

State of Florida
Corporate Record Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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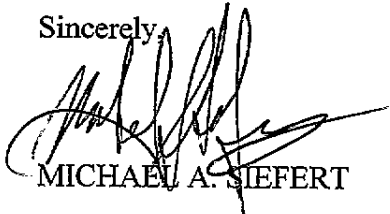
RE: RED HOT DIGITAL, L.C.

Dear Sir/Madam:

Enclosed is the original "Certificate of Amendment to Articles of Organization of Red Hot Digital, L.C." together with our trust account check for \$25.00 to cover the filing fee.

Thank you for your prompt services in this regard. Should you have any questions, feel free to contact me at the above number.

Sincerely,


MICHAEL A. SIEFERT

MAS:jfs
Enclosures

FILED
01 JAN 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200-984
OK

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
RED HOT DIGITAL, L.C.

FIRST: The date of filing of the articles of organization was January 26, 2000.

SECOND: The following amendments to the articles of organization were adopted by the limited liability company.

A. ARTICLE IV, "REGISTERED OFFICE AND AGENT."

The name and street address of the registered agent of the Company in the State of Florida is JAMIE L. EVE, 6150 S.W. 101st Place, Ocala, FL 34476.

B. ARTICLE IX, "MANAGEMENT (MANAGEMENT BY MEMBERS)" has been revised to read as follows:

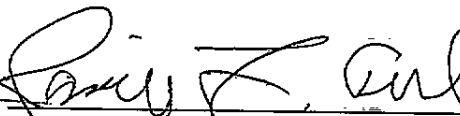
The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
PETER M. PALMERE	5201 NW 78 th Court, Ocala, FL 34482
JAMIE L. EVE	6150 SW 101 st Place, Ocala, FL 34476
JAMES M. FIELDING	11950 SE 95 th Terrace, Belleview, FL 34420

IN WITNESS WHEREOF, the undersigned member/managers have made and subscribed these Amendments to the Articles of Organization at Ocala, Marion County, Florida, this 13th day of December, 2000.

FILED
JAN 29 PM 5:00
SECRETARY OF STATE
FLORIDA

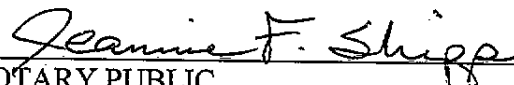

PETER M. PALMERE


JAMIE L. EVE

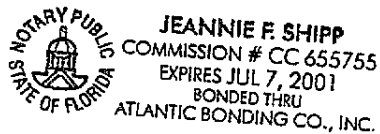

JAMES M. FIELDING

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 13th day of December, 2000, by PETER M. PALMERE, JAMIE L. EVE, and JAMES M. FIELDING, who are personally known to me or who have produced Florida driver licenses as identification and who did take an oath.

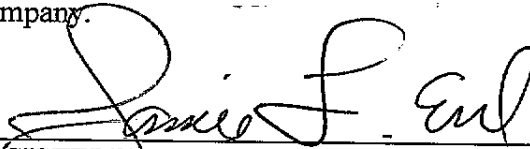

NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization, as amended, of RED HOT DIGITAL, L.C., as the registered agent of this limited liability company, hereby consents to her appointment as registered agent of the Company.


REGISTERED AGENT, JAMIE L. EVE

FILED
01 JAN 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA