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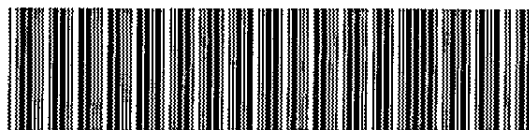
(Business Entity Name)

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January 30, 2003

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: CB III, LLC

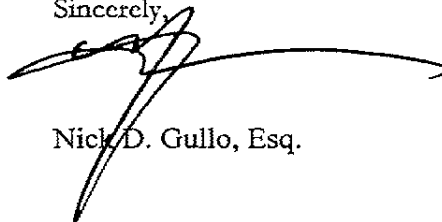
To Whom It May Concern:

Find enclosed the Articles of Amendment for the above mentioned Florida Limited Liability Company.

Please file this document.

If you have any questions or comments, please feel free to contact my office.

Sincerely,



Nick D. Gullo, Esq.

NDG: htg

cc: file

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

CB III, L.L.C.
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was April 12, 2000.

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

ARTICLE III - REGISTERED AGENT AND ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

CB III, L.L.C.
4421 Commons Dr. East, Suite B108
Destin, FL 32541

ARTICLE III - REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is:


Nicolo D. Gullo
364164 Emerald Coast Pkwy.
Suite 2
Destin, FL 32541

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Registered Agent's Signature

ARTICLE IV MANAGEMENT

This Limited Liability Company is to be managed by one or more members and is, therefore, a member-managed company.

Marissa Romair

Marissa Romair

Signature of Member

(In accordance with 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Dated December 26, 2002.

Marissa Romair

Signature of Member

Marissa Romair

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(\$25 FILING FEE ATTACHED)