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December 19, 2000

PLEASE REPLY TO:

ELISE F. JUDELLE
TALLAHASSEE OFFICE
EFJUELLE@BMOLAW.COM

Mr. Buck Kohr
Florida Department of State
Limited Liability Company Section
409 East Gaines Street
Tallahassee, Florida 32301

Via Hand Delivery

Re: Articles of Amendment to Articles of Organization
of Adam & Eve Productions, LLC

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-12/20/00--01055--020
*****55.00 *****55.00

Dear Mr. Kohr:

Enclosed for filing with your office are Articles of Amendment to Articles of Organization of Adam & Eve Productions, LLC. Please note this amendment changes the name of the limited liability company name to Kali Films, LLC. Also enclosed is a check for \$55, \$25 to cover the applicable filing fee and \$30 for a certified copy of the Articles of Amendment.

If you have any questions or if any additional information is required, please do not hesitate to contact me. Your assistance with this matter is appreciated.

Sincerely,



Elise F. Judelle

effective date
11-01

EFJ/ss

Enclosures
j:EFJ\kohr-ltr

00 DEC 20 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

TO SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2000 DEC 20 PM 11:41
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TALLAHASSEE, FLORIDA
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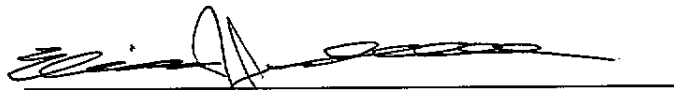
**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ADAM & EVE PRODUCTIONS, LLC**

- FIRST:** The date of filing of the Articles of Organization was July 5, 2000.
- SECOND:** The following amendment to the Articles of Organization was adopted by the limited liability company:

**ARTICLE I
NAME**

Effective January 1, 2001, the name of this limited liability company shall be Kali Films, LLC, referred to in these Articles of Organization as the "Company." The Company is organized pursuant to the provisions of the Florida Limited Liability Company Act.

Dated: December 19, 2000.


Elise F. Judelle, Member

j:\EFJ\Amd Adam & Eve.wpd

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA