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August 31, 2000

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

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Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Amendment to Articles of Organization of Ventures Unlimited, L.L.C.. Our check in the amount of \$55.00 is also enclosed. Please file the Amendment and provide us with a certified copy at your earliest convenience.

Thank you for your assistance in this regard.

Very truly yours,

Jayne A. Brogan, CLA,
Paralegal

Deleting members

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TALLAHASSEE, FLORIDA

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3 pages

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
VENTURES UNLIMITED, L.L.C.
(A Florida Limited Liability Company)**

- FIRST:** The date of filing of the Articles of Organization of this Florida Limited Liability Company was July 17, 2000.
- SECOND:** The Articles of Organization are hereby amended by deleting the existing provisions of Articles IV and IX and substituting the following provisions in lieu thereof:

**ARTICLE IV
MANAGEMENT AND MEMBERS**

Management of this limited liability company is reserved to its members, under the direction of a simple majority by the percentage of ownership of this limited liability company.

The members of this limited liability company are:

MICHAEL W. HAWKINS
PO Box 361974
Melbourne, FL 32935

JASON DIETERLE
3900 Dow Road, Suite A
Melbourne, FL 32901

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**ARTICLE IX
PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

MICHAEL W. HAWKINS	93%
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JASON DIETERLE

7%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commence of business of the limited liability company, the month and day of the commencement date being the date of filing of record of these Articles of Organization.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

MICHAEL W. HAWKINS

93%

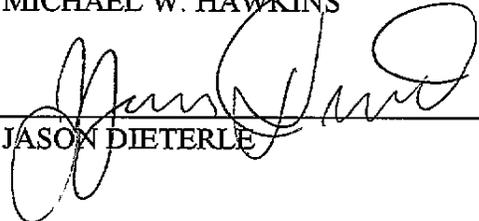
JASON DIETERLE

7%

THIRD: The foregoing amendments were approved and adopted by all of the members of this Limited Liability Company by unanimous written consent on the day of August, 2000.

Executed by the undersigned at Brevard County, Florida on August 28, 2000

By: 
MICHAEL W. HAWKINS

By: 
JASON DIETERLE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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