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Refer to File No.

20001078

March 1, 2001

FILED
MAR - 5 PM 5:00
(727) 898-6690

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

RE: Marsden, LLC

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-03/06/01--01004--014
*****35.00 *****35.00

Gentlemen:

On behalf of the above-referenced entity, enclosed please find an original and one executed copy of the Articles of Amendment to Articles of Incorporation and our check in the amount of \$35.00, representing the filing fee. Please file this document and return the Acknowledgment copy to me.

Upon the filing of the Articles of Amendment, we also enclose the 2001 Uniform Business Report which should be filed. Enclosed is our check for \$50.00 representing the filing fee.

If you have any questions or require further information, please contact me.

Very truly yours,

mk for

Sue Thomas,
Paralegal to Joel D. Bronstein

ST/mk
Enclosures
cc. Mr. James MacDougald
149817

L00-11721

FF #25
OP 10

ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION
OF
MARSDEN, LLC

The undersigned being the Authorized Representative of the Member of Marsden, LLC, a Florida limited liability company, (the "Company"), in accordance with the provisions of Chapter 608, Florida Statutes, hereby amends its Articles of Organization as set forth below:

1. The name of the Company is MARSDEN, LLC.

2. The Articles of Organization for the Company were filed with the Florida Department of State on September 27, 2000.

3. Article VI of the Company's Articles of Organization is hereby deleted in its entirety and the following is substituted therefor:

"ARTICLE VI.
MANAGEMENT"

"The Limited Liability Company shall be managed by one or more managers. The Limited Liability Company is a manager-managed company."

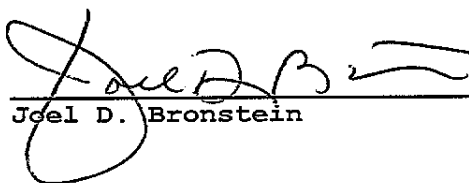
4. This Certificate of Amendment shall be effective upon filing with the Florida Department of State.

5. Except as expressly provided herein, all of the terms and provisions of the Articles of Organization shall remain in full force and effect and are hereby ratified and confirmed.

The execution of this Articles of Amendment to the Articles of Organization by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the undersigned, being the Authorized Representative of the Member, has executed this Articles of Amendment to the Articles of Organization this 2 day of March, 2001.

AUTHORIZED REPRESENTATIVE OF THE
MEMBER


Joel D. Bronstein

SECRETARY OF STATE
FLORIDA

01 MAR -5 PM 5:00

FILED