

600000011756

(Domestic Name)

Raphael Ammar
924 93rd St
Surfside, FL 33154

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

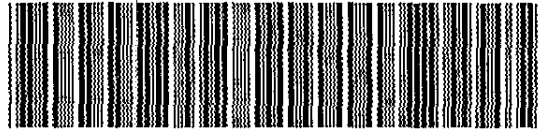
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 7, 2004

RAPHAEL AMMAR
924 93RD ST
SURFSIDE, FL 33154

SUBJECT: STRATEGIC BRANDS INTERNATIONAL, L.L.C.
Ref. Number: L00000011756

We have received your document for STRATEGIC BRANDS INTERNATIONAL, L.L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must remove the term "Corporation" from the document, this is a Limited Liability company, and must be referred to as such.

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 804A00043584

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

Strategic Brands International, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was September 28, 2000.

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

On May 7, 2004, Richard Barrie, member/manager, sold his 50% interest in the Company to Raphael Ammar, the only other member of Strategic Brands International, LLC.

Be it resolved that as of May 7, 2004, Raphael Ammar is the only member of the Company holding 100% of the membership interest, and is hereby appointed as manager and President of Strategic Brands International, LLC.

Be it further resolved that as of May 7, 2004, the new address for Strategic Brands International, LLC is:

Strategic Brands International, LLC
13899 Biscayne Blvd. - Suite Ph "9"
North Miami Beach, FL, 33181

Dated May 7, 2004



Signature of a member or authorized representative of a member



Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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