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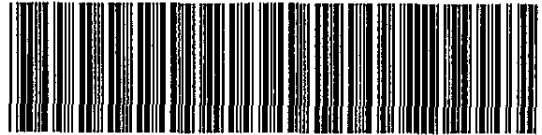
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Law Office of*  
**TIMOTHY C. SCHULER**

Board Certified  
Real Estate Law

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November 28, 2005

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

**RE: Articles of Amendment  
Phoenix Resources, LLC**

Dear Sirs:

Please find enclosed with this letter the original Articles of Amendment for Phoenix Resources, LLC, a Florida Limited Liability Company, for filing with your office.

We have also enclosed a second copy and a self-addressed pre-stamped envelope for your date stamping the time of filing these Articles of Amendment and returning the same date stamped copy to this office.

Also enclosed is our check for the \$35.00 filing fee.

Sincerely yours,

Timothy C. Schuler

TCS/lh  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT**  
**OF**  
**PHOENIX RESOURCES, LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, Phoenix Resources, LLC was first incorporated as a Multi-Member Limited Liability Company operating in the State of Florida; and

WHEREAS, subsequent to its incorporation, one of its managing Members, Sam Davis, resigned and relinquished all of his Membership Interests in the Company; and

WHEREAS, the remaining Member, Cindy McFerrin, then amended the Articles of Organization and Operating Agreement to reflect the transition to a Single Member LLC; and

WHEREAS, Cindy McFerrin is now desirous of adding William D. McGovern, to the Company as a Minority Member;

NOW THEREFORE, in consideration of the mutual promises contained herein and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, it is agreed as follows:

1. William D. McGovern shall be and is hereby awarded one (1) Membership Interest, with Cindy McFerrin retaining ninety-nine percent (99) Membership Interests.

IN WITNESS WHEREOF, the undersigned executed and signed these Articles of Amendment on the dates as indicated.

PHOENIX RESOURCES, LLC,  
a Florida Limited Liability Company



By: Cindy McFerrin, as its  
Managing Member



Cindy McFerrin, Member



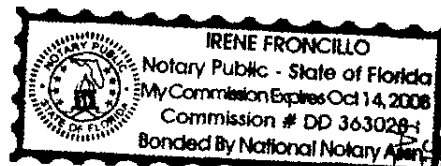
William D. McGovern, Member

STATE OF FLORIDA:  
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this 15 day of November, 2005, by Cindy McFerrin, as Managing Member, and along with William D. McGovern, as members of Phoenix Resources, LLC, who are personally known to me, and who acknowledged the foregoing as a true and correct copy of Articles of Amendment of Phoenix Resources, LLC, duly adopted by its members.

*Irene Froncillo*

Notary Public  
State of Florida at Large  
My commission expires:



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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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