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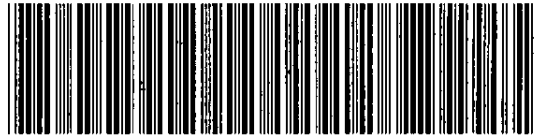
(Business Entity Name)

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09 DEC 16 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

N. O. 12/17/2009

Cindy McFerrin
PO Box 76267
Saint Petersburg, FL 33724
Phone) 727.418.7851

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

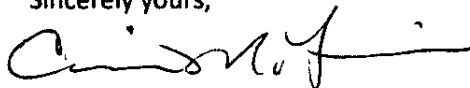
RE: Articles of Amendment
Phoenix Resources, LLC

Dear Sirs;

We mailed this off last week, and I believe that I forgot to enclose the filing fee. Here is the paperwork again with the check enclosed.

Enclosed is our check for the \$35.00 filing fee.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Cindy McFerrin', with a long horizontal flourish extending to the right.

Cindy McFerrin

ARTICLES OF AMENDMENT
OF
PHEOENIX RESOURCES, LLC

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 Member Interests in the Company; and

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

WHEREAS, Cindy McFerrin then amended the Articles of Organization to add William D McGovern to the Company as a Minority Member;

WHEREAS, Cindy McFerrin is now desirous of amending the Articles of Organization; and Operating Agreement to reflect the transition back to a Single Member LLC;

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 here by relinquish his one percent (1) Membership Interest, with Cindy McFerrin retaining 100% (100) Membership Interest.

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



Cindy McFerrin, as its
Managing Member



William D. McGovern

FILED
09 DEC 16 AM 11:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNT OF PINELLAS:

The foregoing instrument was acknowledged before me this 14th day of December, 2009, by Cindy McFerrin as Managing Member, and along with William D McGovern, who acknowledged the foregoing as a true and correct copy of Articles of Amendment of Phoenix Resources, LLC, duly adopted by its members.

