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LIMITED LIABILITY AMENDMENT

INTERACTIVE MEDIA CONCEPTS, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 11, 2001

INTERACTIVE MEDIA CONCEPTS, LLC
128 VIA D'ESTE #606
DELRAY BEACH, FL 33445

SUBJECT: INTERACTIVE MEDIA CONCEPTS, LLC
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
INTERACTIVE MEDIA CONCEPTS, LLC

(A Florida Limited Liability Company)

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FIRST: The date of filing of the articles of organization was December 5, 2000, effective as of December 4, 2000.

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

1. Paragraph "Article II. Address" of the articles of organization is hereby amended so that said paragraph shall now read in its entirety as follows:

The company's street and mailing address is 14000 Military Trail,
Suite 104, Delray Beach, FL 33484.

2. Paragraph "Article V. Management" of the articles of organization is hereby amended to change the management of the Company so that said paragraph shall now read in its entirety as follows:

The company will be manager-managed.

3. New Paragraph "Article VII. Members" is hereby added to the articles of organization, which shall read in its entirety as follows:

The name of each member as of the effective date of the articles of organization is:

CSPS, INC
Denmore Investments Ltd.
K.F.L.B. Holdings Inc.

Dated: January 10, 2001



Karl Foust, Secretary

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