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PRODUCTIONS

April 17, 2001

VIA US MAIL

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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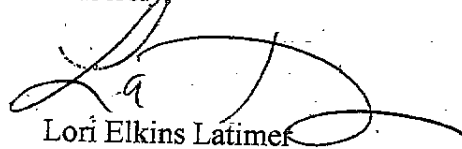
Re: Articles of Amendment to Articles of Organization of
BLUEWATER MEDIA, L.C., Document No. L01000000157

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to Articles of Organization of
BLUEWATER MEDIA, L.C. along with our filing fee of \$25.00 and Certificate of
Status Fee of \$5.00, totaling \$30.00 payable to the Florida Department of State.

If you have any questions or need anything further please feel free to contact me
at (727) 823-0169.

Sincerely,



Lori Elkins Latimer
Managing Member/Registered Agent

Enclosures

FILED
01 APR 20 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2045 Third Avenue North
St. Petersburg, Florida 33713

787 883 0160

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

BLUEWATER MEDIA, L.C.

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was 12/28/2000

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

ARTICLE IV
Management

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

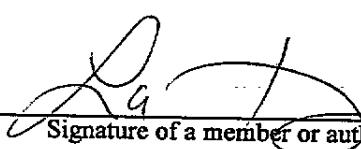
Andrew B. Latimer
2045 Third Avenue North
St. Petersburg, FL 33713

Lori Elkins Latimer
2045 Third Avenue North
St. Petersburg, FL 33713

David Crump
476 Belmist Court
Dunedin, FL 34698

The power to adopt, alter, amend, or repeal the Regulations of the Limited Company shall be vested in the managing members. The Regulations may contain any provisions for the regulation and management of the affairs of the Limited Liability Company not inconsistent with law or these said Articles of Organization.

Dated April 17, 2001



Signature of a member or authorized representative of a member

Lori Elkins Latimer

Typed or printed name of signer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$25.00