

L010000000157

bluewater media, L.L.C.

2045 third avenue north
saint petersburg, florida 33713
tel 727.823.0169
cell 727.365.3626

December 11, 2001

VIA US MAIL

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/13/01--01028--003
*****25.00 *****25.00

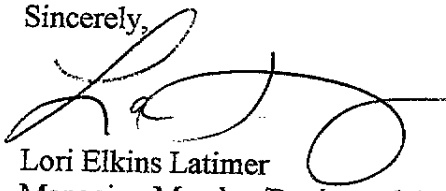
Re: Articles of Amendment to Articles of Organization of
BLUEWATER MEDIA, L.C., Document No. L01000000157

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 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
DEC 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L01-157
OK

**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 December 29, 2000

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

Article IV, Management

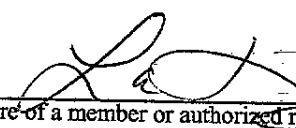
The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

1. Andrew B. Latimer
2045 3rd Ave. N.
St. Petersburg, FL 33713

2. Leri Elkins Latimer
2045 Third Ave. N.
St. Petersburg, FL 33713

Article II, Mailing Address

The principal place of business and mailing address of this LLC shall be: 12445 62nd St., Suite 305, Largo, FL 33773
Dated December 10, 2001



Signature of a member or authorized representative of a member

Leri Elkins Latimer

Typed or printed name of signee

Filing Fee: \$25.00

FILED
01 DEC 13 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA