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October 10, 2001

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Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir:

An original and one copy of the Articles of Amendment to the Articles of Organization for Affinity Holdings, LLC are hereby delivered to you for filing in accordance with Florida Statutes Code § 608.411, together with a check for \$55.00 for the required filing fee and certification.

It is respectfully requested that the copy of the Articles of Amendment certified as filed in your office, be returned to the undersigned at the following address:

Affinity Holdings, LLC
Attn: Thomas J. Voiland
2002 North Lois Avenue, Suite 480
Tampa, Florida 33607

FILED
01 OCT 12 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If there are any questions concerning these documents, please call us at your convenience at (866) 870-6007.

Sincerely,

AFFINITY HOLDINGS, LLC

Thomas J. Voiland, CEO

Enclosures



**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
AFFINITY HOLDINGS, LLC**

(A Florida Limited Liability Company)

FIRST: The Date of filing of the Articles of Organization was January 18, 2001.

SECOND: Article II of the Articles of Organization of the company shall be amended to be and read as follows:

"ARTICLE II – The address of the company is:

2002 North Lois Avenue, Suite 480
Tampa, Florida 33607"

THIRD: Article III of the Articles of Organization of the company shall be amended to be and read as follows:

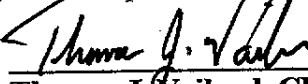
"ARTICLE III – The registered Agent, registered office and Registered Agent's signature:

Registered Agent: Thomas J. Voiland

Registered Office: 2002 North Lois Avenue, Suite 480
Tampa, Florida 33607

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Signature:


Thomas J. Voiland, CEO

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01 OCT 12 PM 5:00
SECRETARY OF STATE
TAMPA, FLORIDA

- FOURTH:** Article VI of the Articles of Organization of the company shall be deleted in its entirety.
- FIFTH:** The amendment was duly adopted on August 15, 2001.
- SIXTH:** The amendment was adopted by the unanimous consent of the members and no additional action was required.

In accordance with Florida Statutes Code § 608.411, and in witness IN WITNESS WHEREOF, Affinity Holdings, LLC has caused these Articles of Amendment to be executed by a duly authorized member on the 10 day of October, 2001.

Signature: _____

Michael L. Shea, Member

Filing Fee: \$25.00



FILED
01 OCT 12 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA