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ARTICLES OF AMENDMENT

TO THE

ARTICLES OF ORGANIZATION

OF

BILLIARD TABLES AND MORE, LLC

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, Billiard Tables And More, LLC: a Florida limited liability company (the "Company"), hereby amends its Articles of Organization, which Articles of Organization were filed with the Department of State of the State of Florida in February 6, 2001, as follows:

Article MII of the Articles of Organization is deleted in its entirety and such 1. Article is restated by interting in lieu thereof the following:

"ARTICLE VII.

MANAGEMENT

The Contpany shall be member-managed, and its business affairs shall be conducted, carried on and managed by one or more Members. The name and address of the Managing Member of the Company is Linda Schmall, 10433 Milburn Lane, Boca Raton, Florida #3498."

IN WITNESS WHEREOF, BILLIARD TABLES AND MORE, LLC has caused these Articles of Amendment to be executed by its Members, as of the date set forth below.

BILLIARD TABLES AND MORE, LLC

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Linda Scienal Member Date: July 28, 2005

By: /s/_

David L. Schmall Member Date: July 28, 2005

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IN WITNESS WHEREOF, the undersigned parties have signed this Agreement as of the day and year first above written.

Linda Schmall

Address: 10433 Milburn Lane Baca Raton, FL 33433

David L. Schmall

Address: 10433 Milburn Lane Boca Raton, FL 33433

"Company"

Billiard Takes and More, KLC mdl-Manager 1 . B

Name-Kinda Schmall Title: Managing Member

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