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LIMITED LIABILITY AMENDMENT

RIVER RUN ASSOCIATES LLC

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T. Brumbley APR 5 2005

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
RIVER RUN ASSOCIATES LLC**

It is hereby certified that:

1. The name of the limited liability company is River Run Associates LLC (the "Company").
2. The Articles of Organization of the Company were filed on May 18, 2001 and assigned document number L01000007923.
3. Article 8 of the Articles of Organization of the Company is hereby amended and restated to read as follows:

8. MANAGEMENT. Management of the Company shall be vested in its members in proportion to their percentage interest in the profits of the Company from time to time.

IN WITNESS WHEREOF, these Articles of Amendment were approved and executed by the sole member of River Run Associates LLC on this 30th day of March, 2005.

TWO TOTEM ASSOCIATES,
a Nevada limited partnership

By: PAHOUS CORPORATION, a Nevada
corporation

Its: General Partner

By: Paul B. Milhaus

Name: Paul B. Milhaus

Its: President

By: ROHOUS CORPORATION, a Nevada
corporation

Its: General Partner

By: Robert E. Milhaus

Name: Robert E. Milhaus

Its: President

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