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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : JECK, HARRIS & JONES, LLP
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LIMITED LIABILITY AMENDMENT
CAPITAL EQUIPMENT LOCATORS, LLC.

Certificate of Status	0
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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
CAPITAL EQUIPMENT LOCATORS, LLC
a Florida limited liability company

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The following provisions of the Articles of Organization of Capital Equipment Locators, LLC, a Florida Limited Liability Company, filed in Tallahassee on July 13, 2001, be and they hereby are amended in the following particulars:

ARTICLE I
Name

The name of the Limited Liability Company is changed to **Topmast Advertising, LLC.**

ARTICLE II
Address

The mailing and street address of the Company's principal office is **17159 SE Limerick Court, Tequesta, Florida 33469.**

ARTICLE III
Purpose and Powers

The general purpose for which the Company is organized is for sales of directories and such other business as may be determined by the members. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV
Duration

The period of duration for the company is perpetual, beginning on the date the Articles of Organization were filed by the Florida Department of State, unless the Company is earlier dissolved as provided in the Articles of Organization or the Operating Agreement and Regulations.

ARTICLE V
Registered Agent and Office

The name of the Company's registered agent in Florida is D. Bruce Kratz, Esquire. The address of the Company's registered office in Florida is 1061 East Indiantown Road, Suite 400, Jupiter, Florida 33477-5143.

ARTICLE VI
Management

The Company is to be managed by one or more managers and is, therefore, a member-managed company.

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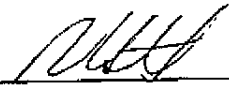
ARTICLE VII
Termination of Existence

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of any member except as may be provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned member has made and executed these Articles of Amendment on this 29 day of August, 2001.

MEMBER: Shortgrass Inc. Managing Member

By: _____


Rick Hartbrodt
Its: President

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the limited liability company is TopmAst Advertising, LLC.
2. The name and address of the registered agent and office is: D. Bruce Kratz, Esquire, 1061 East Indiantown Road, Jupiter, Florida 33477-5143.

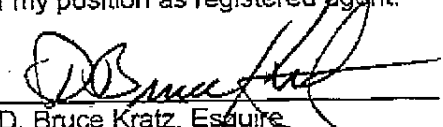
Dated: 8.29, 2001

MEMBER: Shortgrass Inc., Managing Member

By: 
Rick Hartbrodt
Its: President

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: Sept 18, 2001


D. Bruce Kratz, Esquire

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