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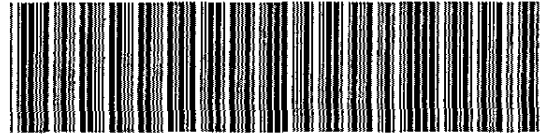
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Playpen South LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

ANA M. DAVIDE
(Name of Person)

ANA M. DAVIDE, P.A.
(Firm/Company)

2929 SW 3 AVE #420
(Address)

MIAMI, FL 33129
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

ANA M. DAVIDE at (305) 854-6100
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

PLAYPEN SOUTH LLC
(A Florida Limited Liability Company)

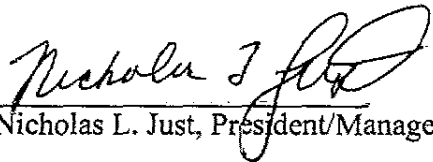
FIRST: The Articles of Organization were filed on September 21, 2001 and assigned document number L01000016247.

SECOND: The following amendment to the Articles of Organization were adopted by the limited liability company on December 2, 2004.

(1) Paul Perito will resign as Manager from the corporation effective immediately and will give up all rights and interest in Playpen South LLC.

(2) Nicholas L. Just will be President and Manager of Playpen South LLC

Dated this 2nd day of December, 2004.



Nicholas L. Just, President/Manager



Paul Perito

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TALLAHASSEE, FLORIDA

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