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Profit NonProfit	Amendment Resignation of R.A., Officer	/Director 6000711 -08/14/02 *****50.0	1706 0106100! 00 *****25.
Profit NonProfit Limited Liability	Amendment Resignation of R.A., Officer Change of Registered Agent	/Director 6000711 -08/14/02 *****50.0	1705 0106100 00 *****25.
Profit NonProfit Limited Liability Domestication Other	Amendment Resignation of R.A., Officer Change of Registered Agent Dissolution/Withdrawal Merger	-08/14/02 *****50.0	1705 0106100 00 *****25.
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Profit NonProfit Limited Liability Domestication Other OTHER FILINGS Annual Report	Amendment Resignation of R.A., Officer Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/ QUALIFICATION	-08/14/02 *****50.0	1705 0106100 00 *****25.
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Examiner's Initials

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF

ROSES UNLIMITED, LLC

(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was September 26, 2001.

SECOND: The following amendment(s) to the articles of organization were adopted by the limited liability company:

The Authorized Representative of the Members shall be Ian Simmons, 1660 N.W. 82nd Avenue, Miami, Florida 33126, who shall replace James P. Markus in this capacity.

The registered agent of the company shall be Ian Simmons, 1660 N.W. 82nd Avenue, Miami, Florida 33126, who shall replace Thomas P. McNamara in this capacity.

Dated July 2, 2002.

Signature of a member or authorized representative of a member

Ian Simmons
Typed or printed name of signee

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Filing Fee: \$25.00

RESOLUTION OF MEMBERS OF ROSES UNLIMITED, LLC

WHEREAS, at a meeting of the majority in interest of the members (the "Members") of ROSES UNLIMITED, LLC (the "Company") duly held on January 29, 2002, the Members recommended that James P. Markus be immediately removed and terminated as a manager, officer, director and/ or employee of the Company; and

WHEREAS, the Members deem it to be in the best interests of the Company that James P. Markus be immediately removed and terminated as a manager, officer, director and/ or employee of the Company;

RESOLVED, that the majority in interest of the members of the Company deem it to be in the best interests of the Company and its members, and therefore approve that James P. Markus be immediately removed and terminated as a manager, officer, director and/or employee of the Company;

DATED this ____ day of January, 2002.

Keith Kahan Member/ Manager

Ian Simmons, Member

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