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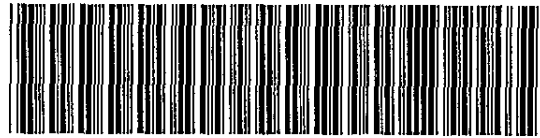
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TALLAHASSEE, FLORIDA

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April 2, 2003

Department of State
Division of Corporations
Box 6327
Tallahassee, FL 32314

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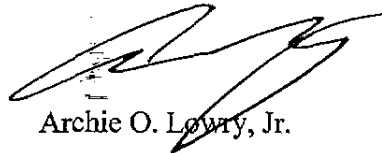
Re: Article of Amendment of Bailey Granite, LLC

Dear Sir or Madam:

Please find enclosed an original plus one (1) copy of an Article of Amendment. Enclosed is a check in the amount of \$25.00, representing the filing fee.

Should you have any questions, please feel free to call.

Very truly yours,



Archie O. Lowry, Jr.

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TALLAHASSEE, FLORIDA

ARTICLE OF AMENDMENT OF BAILEY GRANITE, LLC

THIS IS TO CERTIFY THAT:

First: This article amends the Articles of Organization of Bailey Granite, Limited Liability Company.

Second: The Articles of Organization were filed with the Florida Department of State on January 30, 2002.

Third: Article VI of the Articles of Organization previously provided as follows:

The remaining members of the Company have the right to continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

The company shall be managed by the members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the company are:

NAME	ADDRESS
Philip Steven Shibler	312 Woodland Trail Lady Lake, Fl. 32158
Bailey Industries, Inc.	2320 W. Montclair Rd. Leesburg, FL 34748

Fourth: Article VI of the Articles of Organization, as amended, provides as follows:

The remaining members of the Company have the right to continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

Fifth: A new Article VII is added as follows:

ARTICLE VII - MANAGEMENT

The Limited Liability Company shall be managed by one or more managers and manager-managed company. The manager shall be elected as provided for in the Operating Agreement. The manager or managers authority is restricted and limited by the Operating Agreement.

IN WITNESS WHEREOF, this Article of Amendment has been duly executed by the members and is being filed in accordance with Section 608.411, Florida Statutes, this day of March, 2003.

~~Member~~ Philip Steven Shibley - Member
Philip Steven Shibley, Member

Brian Bailey President as Member.
Bailey Industries, Inc., Member

bailey\bailey granite\articles.amendment

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