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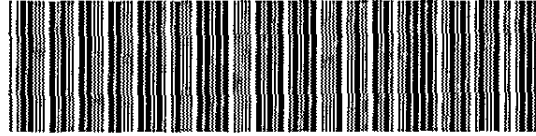
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Paradise Run, 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:

Troy H. Myers, Jr.
(Name of Person)

Icard Merrill et al
(Firm/Company)

2033 Main Street, Suite 600
(Address)

Sarasota, FL 34237
(City/State and Zip Code)

For further information concerning this matter, please call:

Troy H. Myers, Jr. at (941) 953-8110
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|--|--|

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

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF ORGANIZATION OF
PARADISE RUN, LLC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: DATE OF FILING ARTICLES:

The date of filing the articles of organization was February 20, 2002.

SECOND: TEXT OF THE AMENDMENT TO CHANGE THE MANAGER OF THE LIMITED LIABILITY COMPANY:

ARTICLE V of the Articles of Organization is hereby amended in its entirety and shall be amended to read:

"The name and address of the Manager of the Company is:

Earl Ingarfield
15 Paradise Plaza #265
Sarasota, FL 34239


FOURTH: ADOPTION OF AMENDMENTS: EFFECTIVE DATE

The foregoing amendment was approved by the Sole Member of the Company. The number of votes cast for the amendment by the Member of the Company were sufficient for approval of such amendment. The change of the Manager of the Company shall be effective upon the filing of these Articles of Amendment with the Secretary of State of the State of Florida.

The undersigned, as the sole Member of the Company have executed these Articles of Amendment of the Articles of Organization of Paradise Run, LLC, a Florida limited liability company, on the date set forth above his signature.

Dated: October 2, 2006

The Member:



Earl Ingarfield

The undersigned, has accepted the position of Manager of the Company and as Manager, has executed these Articles of Amendment of the Articles of Organization of **Paradise Run, LLC**, a Florida limited liability company, on the date set forth above his signature.

Dated: October 2, 2006

The Manager:



Earl Ingarfield