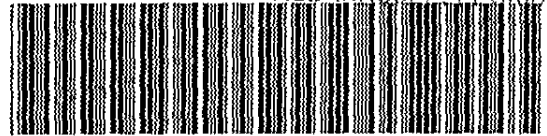


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CLERK OF COURT
TALLAHASSEE, FLORIDA



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04/21/03--01033--003 **25.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BENTLEY CAPITAL GROUP, LLC

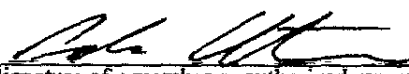
(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was NOVEMBER 2ND 2002

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

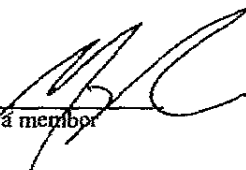
ADAM HOUTMAN AND MANNY SHULMAN, MUTUALLY
AGREED WITH THE OTHER MANAGER TO BE REMOVED
FROM THIS COMPANY AS OF JANUARY 13TH 2003.
ADAM HOUTMAN AND MANNY SHULMAN ARE NO LONGER
MANAGERS OF BENTLEY CAPITAL GROUP LLC.

Dated JANUARY 13TH, 2003


Signature of a member or authorized representative of a member

ADAM HOUTMAN

Typed or printed name of signee


MANNY SHULMAN

Filing Fee: \$25.00