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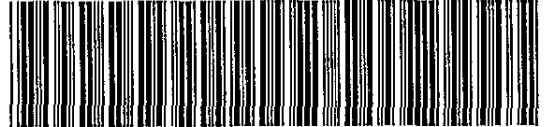
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

POTTER CLEMENT LOWRY & DUNCAN

ATTORNEYS AT LAW

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MOUNT DORA, FLORIDA 32757

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**PHONE: (352) 383-4186
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April 16, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

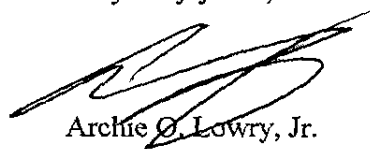
Re: Article of Amendment of Practically Home by Bailey, LLC

Dear Sir or Madam:

Please find enclosed an original plus one (1) copy of an Article of Amendment. Also, 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.

AOLjr/rp

Enclosures

ARTICLE OF AMENDMENT OF PRACTICALLY HOME BY BAILEY, LLC

THIS IS TO CERTIFY THAT:

First: This article amends the Articles of Organization of Practically Home by Bailey, Limited Liability Company.

Second: The Articles of Organization were filed with the Florida Department of State on March 22, 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 on 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 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 |
|--------------------------|--|
| Deanna Smith Hillenbrand | 1024 Orange Woods Blvd. Rockledge, FL 32955 |
| 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 on 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.

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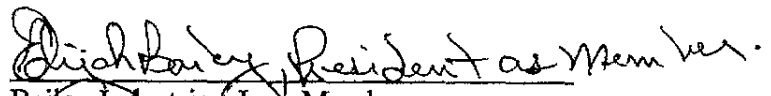
Fifth: A new Article VII is added as follows:

ARTICLE VII - MANAGEMENT

The Limited Liability Company shall be managed by one or more managers and is a 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 all Members and is being filed in accordance with Section 608.411, Florida Statutes, this 14th day of April, 2003.


Deanna Smith Hillenbrand, Member


Bailey Industries, Inc. Member

Client\bailey\practically home\articles.amendment