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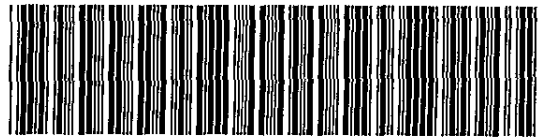
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EDWARD R. BRYANT, JR.
ATTORNEY / CPA

October 30, 2003

The Department of State
Division of Corporations
409 Gains Street
Tallahassee, FL 32399

Re: Saint Heritage, LLC -corporation amendment

Dear Sir or Madam,

Please find enclosed for filing and registration the following:

1. Amendment to Saint Heritage, LLC

Please file to the corporation.

Respectfully,

Edward R. Bryant, Jr.

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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
FOR SAINT HERITAGE, LLC
A FLORIDA LIMITED LIABILITY COMPANY

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The date of filing the articles of organization was May 28, 2003.

The following amendments to the articles of organization were adopted by the member of the limited liability company.

1. Article V shall be amended to read as follows: The Limited Liability Company is a manager-managed Limited Liability Company. The Limited Liability Company shall be managed by the manager(s) who is (are) designated, appointed or elected to act in such capacity in accordance with the Operating Agreement of the Limited Liability Company. The current manager Betty Mason whose address is: 295 Ceder Grove Road, Jonesville, SC 29353.

The persons who are designed or appointed as the Authorized Representative shall carry out and further the decisions and actions of the managers and member(s) made pursuant to the Operating Agreement and shall be authorized to execute on any and all reports, forms, instruments, documents, papers, writings, agreements and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages and security agreements and any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred or evidenced, which are necessary, appropriate or beneficial to carry out or further such decision or actions, including the creation of any checking, securities, or other financial account.

2. The foregoing amendment was adopted by the members and managers of this corporation on October 20, 2003, in compliance with the Articles of Organization and related Florida Statutes.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF the undersigned, president and member/manager of the corporation have executed these Articles of Amendment on October 20, 2003.


BETTY MASON, MANAGER/MEMBER