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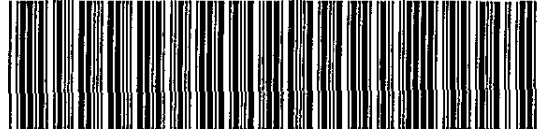
(Business Entity Name)

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Memorandum

To: Filing Department – Secretary of
State

Rosetto & Associates, LLC
2300 Glades Rd Ste 440 West
Boca Raton, FL 33431

From: Bruce C. Rosetto, Esq.
Vice President /General Counsel
Tel: (561)-394-3511
Fax: (561)-394-5335

Date: May 7, 2003

Subject: Attached Filing

Cc:

☒ Please reply ASAP

☒ For your information

Filing Dept:

We have provided an original for file processing. We have also enclosed a self-addressed, stamped envelope and a copy of our filing; so that you can return a set of confirmed stamped filed documents to our office.

If you have any questions or concerns regarding our request, please contact us at the above listed number.

Thank you in advance for your assistance.

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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
DECORAMA DESLEY CORTLEY, LLC

A Florida Limited Liability Company**

FIRST: The date of filing of the articles of organization was May 31, 2002.

SECOND: The following amendments to the articles of organization were adopted by the limited liability company:

ARTICLE VI is hereby added to the articles of organization as follows:

RIGHT TO INDEMNIFICATION. The Company shall indemnify each Member to the fullest extent allowed by law from all claims brought by third parties relating to or arising out of the Company's business. The Company shall indemnify and hold harmless Officers to the fullest extent permitted by the Act or future legislation or by current or future judicial or administrative decision (but, in the case of future legislation or decision, only to the extent that it permits the Company to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as an Officer or arising out of his status as an Officer. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Company may maintain insurance, at its expense, to protect itself and the indemnified persons against all fines, liabilities, costs and expenses, including attorneys' fees, whether or not the Company would have the legal power to indemnify him directly against such liability.

ADVANCES. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in this Article (for purposes of this paragraph, a "Person") in defending a civil or criminal suit, action or proceeding shall be paid by the Company in advance of the final disposition thereof upon receipt from the Person (or such other person or entity approved by and at the sole discretion of the Company) of a written and binding obligation to repay all amounts advanced if it is ultimately determined that the Person is not entitled to be indemnified by the Company as authorized by this Article.

SAVINGS CLAUSE. If this Article VI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Company shall nevertheless indemnify and hold harmless each Member or any other person indemnified pursuant to this Article VI as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article VI that shall not have been invalidated and to the fullest extent permitted by applicable law.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Certificate of Amendment to the Articles
of Organization.

By: Karl Wohler
Karl Wohler, President

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