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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 12 2003

K & M Ventures, LLC
131 Hibiscus Drive Hibiscus Drive
Punta Gorda, FL 33950
Ph. 941-575-8540 FAX 206-339-6703
kmventures@comcast.net


December 2, 2003

Florida Department of State
Division of Registrations
PO BOX 6327
Tallahassee, FL 32314

Please review the attached amendment and make appropriate changes to K & M Ventures, LLC registration.

A check for \$25.00 is enclosed for the filing fee.

Sincerely,


Gary R. Kline
Principal

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2003 DEC -5 PM 5:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

K & M Ventures, LLC
(A Florida Limited Liability Company)

FILED
2003 DEC -5 PM 5:01
OFFICE OF THE CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

FIRST: The date of filing of the articles of organization was October 10, 2002.

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

1. Paragraph 7, Initial Members is hereby deleted in its entirety and replaced with the following:

7. Initial Members. The initial members of the LLC, their initial capital contributions, and their percentage interest in the LLC are:

Initial Members	Percentage Interest in LLC	Capital Contribution
Gary R. Kline & Janice M. Murphy	50%	\$1.00

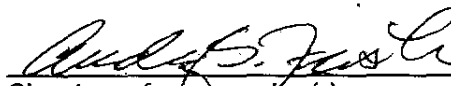
2. Paragraph 8, Additional Members is modified to include the following:

New Members	Percentage Interest in LLC	Capital Contribution
Audrey S. Freshman	50%	\$1.00

Dated , November 21, 2003



Signature of a member or authorized representative of a member
Gary R. Kline



Signature of new member(s)
Audrey S. Freshman