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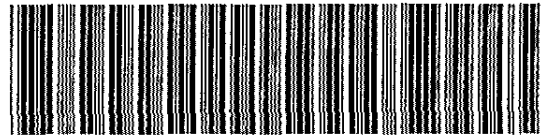
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TALLAHASSEE, FLORIDA

Pottery by the Park, LLC
Julie Hance
105 N. Kentucky Avenue
Lakeland, Florida 33801
(863) 687-0405

December 14, 2004

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment of Pottery by the Park, LLC

Dear Sir/Madam:

I enclose herewith an original and a copy of the Articles of Amendment of Pottery by the Park, LLC, along with a check in the amount of \$55.00 representing the filing fee and the fee for a certified copy. Should your office require additional information, please direct communications to the undersigned. Telephone and mailing information are provided in the letterhead above. Alternatively, you may submit correspondence via email to: jhance@mclements.com.

Thank you kindly for your anticipated cooperation herein.

Sincerely yours,



Julie E. Hance

JEH
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT OF POTTERY BY THE PARK, LLC

Pursuant to the provisions of the Limited Liability Company Act of the State of Florida Pottery by the Park, LLC adopts the following Articles of Amendment to its Articles of Organization.

SECTION 1. NAME OF LIMITED LIABILITY COMPANY

The name of the Limited Liability Company is Pottery by the Park, LLC. The Articles of Organization were filed on November 7, 2002 and assigned document number L02000029791.

SECTION 2. AMENDMENT

The articles of organization of the Limited Liability Company are amended by deleting Articles III and IV in their entirety and inserting the following in lieu thereof:

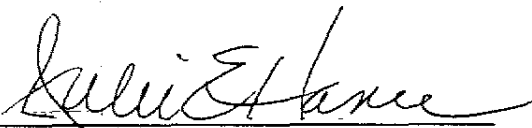
ARTICLE III.

Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Julie E. Hance
105 N. Kentucky Avenue
Lakeland, Florida 33801

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


JULIE E. HANCE
Registered Agent's Signature

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ARTICLE IV. Management

The Limited Liability Company is to be managed by managers and is, therefore, a managers-managed company. The name, mailing address, and street address of each such person who is to serve as manager is:

Julie E. Hance
105 N. Kentucky Avenue
Lakeland, Florida 33801

Richard E. Hance
105 N. Kentucky Avenue
Lakeland, Florida 33801

SECTION 3. ADOPTION

3.1 Date of Adoption. This amendment was adopted on December 14, 2004.

3.2 Member Vote. The adoption of this amendment required the approval of the members of the Limited Liability Company. The amendment was approved by a vote of 100 % of the members.

DATED: December 14, 2004


HILLARY K. SAUNDERS

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