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December 10, 2002

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Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**Regarding: Articles of Amendment to DIGITAL HIGHLANDS HEAD END, L.L.C., a  
Florida limited liability company**

To Whom it May Concern:

Enclosed please find the original Articles of Amendment of the Articles of Organization for **DIGITAL HIGHLANDS HEAD END, L.L.C.**, a Florida limited liability company for filing. Also enclosed please find the required filing fee of \$25.00. If you have any questions, please feel free to call my office. Thank you.

Yours very truly,  
ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.



Holly M. Hawk

Enclosures

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**ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF ORGANIZATION OF  
DIGITAL HIGHLANDS HEAD END, L.L.C.  
a Florida limited liability company**

**ARTICLE 1. - NAME**

The name of this limited liability company is **DIGITAL HIGHLANDS HEAD END, L.L.C.** (the "Company").

**ARTICLE 2. - DATE OF FILING OF ARTICLES OF ORGANIZATION**

The Articles of Organization of the Company were filed by the State of Florida on November 8, 2002.

**ARTICLE 3. - AMENDMENT TO CHANGE PURPOSE AND POWER**

Article III of the original Articles of Organization of **DIGITAL HIGHLANDS HEAD END, L.L.C.**, is hereby deleted in its entirety, and the following is substituted in lieu thereof:

**"ARTICLE III - PURPOSE AND POWER**

The business of the Company shall be to carry on any lawful business or activity in accordance with applicable law, and to have and exercise all of the powers, rights and privileges which a limited liability company organized pursuant to the Florida Act may have and exercise. Title to real estate and to other assets acquired by the Company shall be held in the name of the Company. In carrying out the purposes of the Company, but subject to all other provisions of this Agreement, the Company shall have all powers and rights of a limited liability company organized under the Florida Act, to the extent such powers and rights are not proscribed by the Articles. Notwithstanding the foregoing, the Company shall not have the power to pledge, encumber, transfer, or convey and of its assets, and the Company shall not have the power to borrow any monies from any person or entity.

**ARTICLE 4. - AMENDMENT TO CHANGE MANAGEMENT**

Article VI of the original Articles of Organization of **DIGITAL HIGHLANDS HEAD END, L.L.C.**, is hereby deleted in its entirety, and the following is substituted in lieu thereof:

**"ARTICLE VI - MANAGEMENT**

The Company shall be manager-managed as provided in the Operating Agreement. The name and address of the initial Co-Managers of the Company are:

Digital Community Networks, Inc.  
4050 20<sup>th</sup> Street West  
Bradenton, FL 34205

and

Troy H. Myers, Jr.  
2033 Main Street, Suite 600  
Sarasota, FL 34237

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FILED  
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IN AND FOR THE COUNTY OF  
SARASOTA, FLORIDA

**ARTICLE 5. - DATE OF THE AMENDMENT'S ADOPTION**

The amendment changing the Company to be a manager-managed Company, the appointment of the above Co-Managers, and the amendment changing the purposes and power of the Company, was adopted by the sole Member and Co-Managers of the Company on November 11, 2002.

**ARTICLE 6. - ADOPTION OF THE AMENDMENT**

The amendment changing the Company to be a manager-managed Company, the appointment of the above Co-Managers, and the amendment changing the purposes and power of the Company was adopted by the sole Member and Co-Managers of the Company. The number of votes cast for the Amendment by the sole Member was sufficient for approval under Florida Statutes and the Operating Agreement of the Company.

**ARTICLE 7. - EFFECTIVE DATE OF AMENDMENT**

The Amendments to change the Company shall be effective upon the filing of the Articles of Amendment with the Secretary of State of the State of Florida.

The undersigned, as Co-Managers and sole Member of the Company, have executed these Articles of Amendment of the Articles of Organization on November 11, 2002.

**"CO-MANAGERS"**

**DIGITAL COMMUNITY NETWORKS, INC.,** a  
Florida corporation, as Co-Manager

By:

**ROBERT M. MISCAVAGE, President**

**TROY H. MYERS, JR., as Co-Manager**

**"SOLE MEMBER"**

**DIGITAL COMMUNITY NETWORKS, INC.,** a  
Florida corporation, as Sole Member

By:

**ROBERT M. MISCAVAGE, President**

I hereby certify that I am the duly elected secretary of the aforementioned Company, and that the foregoing Amendment to the Articles of Organization of the Company was approved by the Co-Managers and the sole Member of the aforementioned Company.

**DIGITAL COMMUNITY NETWORKS, INC.,** a  
Florida corporation, as Secretary

By:

**ROBERT M. MISCAVAGE, President**