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SECRETARY OF STATE
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Day, Berry & Howard LLP
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 3, 2004


Secretary of State
Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: 6452 Markel Street LLC

Dear Sir or Madam:

Enclosed are the Articles of Amendment to Articles of Organization of 6452 Markel Street LLC and filing fee of \$25.

Sincerely yours,



Stephen Ziobrowski

SZ/ap

Enclosures

cc: Barbara Birdsey
David W. Fitts, Esquire
Peter Bender
George W. Malloy, CPA

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

FILED

2004 MAY -7 P 3: 30

6452 MARKEL STREET LLC

(Present Name)

(A Florida Limited Liability Company)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The date of filing of the articles of organization was November 20, 2002.

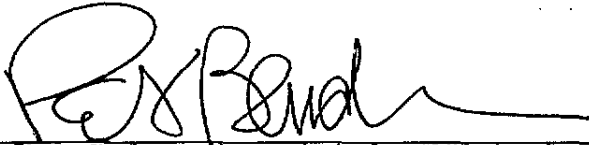
SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

ARTICLE I - The name of the LLC is hereby changed to: Caring Fields Animal Sanctuary, LLC

ARTICLE II - The principal office address of the LLC is hereby changed to: 700 South Dixie Highway, Suite 101, West Palm Beach, Florida 33401.

ARTICLE IV - This Article is hereby amended to remove Barbara U. Birdsey and Nephele Domencich as managers of the LLC and add the following individual as manager of the LLC: Peter A. Bender

Dated May 3, 2004.



Signature of a member or authorized representative of a member

Peter A. Bender

Typed or printed name of signee

Filing Fee: \$25.00