

L030000000274

Moshe Edery, CPA
11921 S. Dixie Hwy,
Suite 205
Miami, FL 33156

(Address)

(City/State/Zip/Phone #)

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L03-274

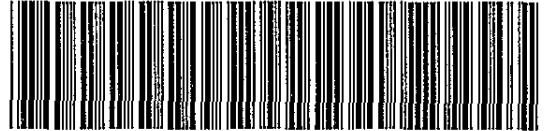
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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
ACTIV INVEST, LLC**

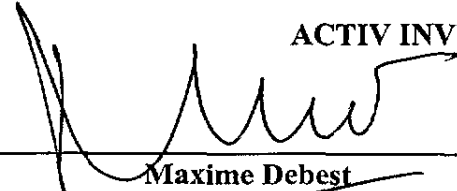
Pursuant to provisions of Chapter 608, Florida Statutes, the undersigned limited liability company adopts the following Articles of Amendment to its Articles of Organization, filed January 3, 2003, **L03000000274**

The following amendment to the Articles of Organization were adopted by the limited liability company:

1. Change in Number of Members: **From One (1) to Two (2) members.**
2. Change in Members: **MSM DESIGN, INC. (a florida corporation), a fifty percent (50%) interest, and UNICORN HORSE BREEDERS, INC. (a florida corporation), a fifty percent (50%). There are no other members.**

The amendment were unanimously approved and adopted by the Manager and all Members of the Company, in accordance with Company's best interests and the Operating Agreement, on the 3rd day of January 2003. Member action was not required.

DATED: January 3, 2003

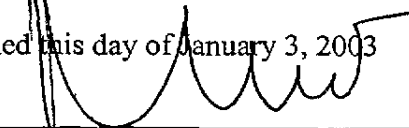
By:  **ACTIV INVEST, LLC**
Maxime Debest

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Signed this day of January 3, 2003


Maxime Debest, Registered agent