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FRANKLIN H. WATSON, P.A.

ATTORNEY AT LAW

ADMITTED IN
FLORIDA & ALABAMA

5365 E. COUNTY HIGHWAY 30-A, SUITE 105
SEAGROVE BEACH, FL 32459

PH: (850) 231-3465
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October 22, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**SUBJECT: ARTICLES OF AMENDMENT FOR:
SHELL HOLDINGS, LLC
OUR FILE NUMBER L03-027**

Dear Sir/Madam:

Enclosed is the original and one (1) copy of the Articles of Amendment for SHELL HOLDINGS, LLC, and a check for \$25.00 for filing fee.

If you have any questions or concerns regarding the enclosed, please do not hesitate to contact Linda Van Tassel at 850-231-3465 (ext. 14).

FROM: FRANKLIN H. WATSON, P.A.
5365 E. Highway 30-A, Suite 105
Seagrove Beach, FL 32459
Phone: 850-231-3465
Fax: 850-231-3475

Articles of Amend. letter to state.

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SHELL HOLDINGS, LLC
A Florida Limited Liability Company**

Pursuant to the provisions of section 608.411, Florida Statutes, this Florida limited liability company adopts the following Articles of Amendment to its articles of organization.

FIRST: The Articles of Organization of SHELL HOLDINGS, LLC, Document Number: L0300008149, originally filed on March 5, 2003, was amended by the company's managers on 10/22/03.

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

ARTICLE IV - MANAGEMENT:

THE FOLLOWING INDIVIDUAL IS ADDED AS A MEMBER OF THE LIMITED LIABILITY COMPANY:


MICHELE PAPPANO

The foregoing amendment to the articles of organization was duly adopted by the Managing Member(s) on 10/22/03.

No membership action is required.

In witness whereof, the undersigned Managers of this limited liability company has executed these articles on 10/22/03.

Jack Rhodes, Consultant, Inc.


Robert David Lilienthal, Jr.
138 Clearwater Lane
 Mooresville, NC 28117


Robert David Lilienthal
106 My Way
Santa Rosa Beach, FL 32459

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TALLAHASSEE, FLORIDA