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SECRETARY OF STATE

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF

UNITED GOLD NETWORK. LLC.

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was April 16, 2003.

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

Pursuant to the Operating Agreement of the Company a vote of the Management Committee was taken and Roselyn Vilovar was removed as General Manager/Managing Director, and her membership in the UNITED GOLD NETWORK, LLC., and any/all association and affiliation with her, by the UNITED GOLD NETWORK, LLC. or otherwise has been terminated.

Pursuant to the Operating Agreement of the Company a vote of the Management Committee was taken and Lemoyne Veney was elected to replace Roselyn VildVar as General Manager/Managing Director of the UNITED COLD NETWORK, LLC.

Pursuant, to the Operating Agreement of the Company a vote of the Management Committee was taken and it has elected to add william Charles Frazier as a voting member of the UNITED GOLD NETWORK, LLC, Management Committee.

Pursuant to the Operating Agreement of the Company a vote of the Management Committee was taken and Doris Kent was removed as a director, and her membership in the UNITED GOLD NETWORK, LLC., and any/all association affiliation with her, by the UNITED GOLD NETWORK, LLC. or otherwise has been terminated.

Pursuant to the Operating Agreement of the Company a vote of the Management Committee was taken and Jaquelyne Moultrie was removed as a director, and her membership in the UNITED GOLD NETWORK, LLC., and any/all association and affiliation with her, by the UNITED GOLD NETWORK, LLC. or otherwise has been terminated.

Pursuant to the Operating Agreement of the Company a vote of the Management Committee was taken and Kevin Taylog was removed as a director, and his position of Director of Operations has been eliminated. He will still have membership and affiliation with the UNITED GOLD NETWORK, LLC.

Fursuant to the Operating Agreement of the Company a vote of the Management Committee was taken and William Charles Frazier was elected to serve as Chief Information Officer of the UNITED GOLD NETWORK, LLC.

SECRETARY OF STATE

Pursuant to the Operating Agreement of the Company a vote of the Management Committee was taken and William Charles Frazier was elected to serve as Chief Financial Officer of the UNITED GOLD NETWORK, LLC.

March 9, 2004 Dated _

Signature of a member or authorized representative of a member

Lemoyne D. Veney Typed or printed name of signee

Filing Fee: \$25.00