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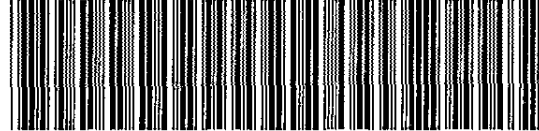
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
S.&P.N.B., LLC.**

(a Florida Limited Liability Company)

FIRST: The date of filing of the Articles of Organization was May 27, 2003.

SECOND: Due to an error contained in the Articles of Organization, concerning the membership of Angler's Harbor, Inc., a Florida corporation, which entity was never incorporated in the State of Florida, and does not, nor has it ever existed, the following amendment to the Articles of Organization was adopted by the limited liability company:

Article III: Members/Member Management, shall be corrected and amended to read as follows:

There shall initially be two (2) members of this limited liability company:

- 1) Sidney E. Gray (Managing Member); and,
- 2) Paul Osterbye and Lorna Osterbye, husband and wife, whose membership shall be held in tenancy by the entireties (Managing Members).

New members may be added in the future in accordance with Section 608.4232 (*Florida Statutes 2002*). All members shall be designated as either managing members or non-managing members. Managing members shall be entitled to vote. Non-managing members will have no voting rights or ability to direct or manage the limited liability company. Non-managing members shall have no authority to legally bind the limited liability company, or transfer any assets of the limited liability company. Third parties are hereby put on notice of the limitations of non-managing members. Each managing member shall be entitled to one vote. Any membership held in tenancy by the entireties is entitled to one vote. Either spouse may vote for the united membership. Either spouse may bind the limited liability company. Sidney E. Gray shall be a single managing member, entitled to one vote. Paul and Lorna Osterbye, husband and wife, shall be a single managing member, entitled to one vote.

DATED: May 27, 2003.

Members:



Sidney E. Gray



Paul Osterbye



Lorna Osterbye