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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Podstershire L.L.C.  
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Douglas K. McKoy  
(Name of Person)

Security Title Services, Inc.  
(Firm/Company)

P.O. Box 1300  
(Address)

Bronson FL. 32621  
(City/State and Zip Code)

For further information concerning this matter, please call:

Douglas K. McKoy at ( 352 ) 486-3660  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |  |  |
|--|--|--|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|--|--|--|--|

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF

Podstershire L.L.C.

(Present Name)  
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on June 2, 2003 and assigned document number L03000019578.

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

*See attached Exhibit -*

*Replacement  
assignment of member interest in Podstershire LLC.*

Dated Jan 12, 2005.

Douglas K. McKoy

Signature of a Member or Authorized Representative of a Member

Douglas K. McKoy

Typed or Printed Name of Signee

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Filing Fee: \$25.00

**REPLACEMENT**  
**ASSIGNMENT OF MEMBER INTEREST IN PODSTERSHIRE, L.L.C., A FLORIDA**  
**LIMITED LIABILITY COMPANY,**

FOR VALUABLE CONSIDERATION effective as of December 9, 2003, the receipt and sufficiency of which are hereby acknowledged, the undersigned API PROPERTIES 603 LLC, a Nevada limited liability company, ("Assignor"), Sole Member of Podstershire, L.L.C., a Florida Limited Liability Company, ("Company"), does hereby assign, transfer and warrant to Douglas K. McKoy, ("Assignee"), the entire Membership Interest in and to the Company.

This assignment includes, without limitation, all of Assignee's rights to exercise all powers as a Member under the Operating Agreement of the Company, as well as all other rights of Assignee in and to the Company and the income, liabilities, profits, losses, deductions, credits, or similar items which may accrue to the Company commencing on the date of this Assignment.

This Assignment is subject to the terms of the Operating Agreement of the Company in effect as of the date of this Assignment. A copy of the Operating Agreement is attached hereto as Exhibit "A" for reference. Assignee hereby acknowledges receipt of a copy of said Operating Agreement. This Assignment is in accordance with the terms and conditions of the Operating Agreement of the Company concerning Transfer of Interests in the Company.

Upon execution of this Assignment, Assignor ceases to be a Member of the Company. Further, Assignee hereby relieves Assignor from any and all liability in connection with the Company, and in any matter relating to the operations or activities of the Company in the past, present, or future.

This Assignment is executed and delivered by Assignor to Assignee in replacement of that certain Assignment dated effective as of December 9, 2003 which was previously executed and delivered by Assignor to Assignee but which was lost or destroyed.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment of Member Interest in Podstershire, L.L.C. on the 12<sup>th</sup> Day of January 2005 but effective as of December 9, 2003.

ASSIGNOR: API PROPERTIES 603 LLC, a Nevada limited liability company  
By: API PROPERTIES NEVADA, INC., a Nevada corporation,  
Sole Member

Diane Fox Date: 1/11/05  
By: Diane Fox Vice President

ASSIGNEE:

Douglas K. McKoy Date: 1-12-05  
Douglas K. McKoy