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LIMITED LIABILITY AMENDMENT

BILLIARD COLLECTION LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 30, 2003

BILLIARD COLLECTION LLC
651 NW 124TH STREET
N MIAMI, FL 33168

SUBJECT: BILLIARD COLLECTION LLC
REF: L03000023344

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We have received your electronically transmitted document. However, the document was submitted under the wrong electronic filing type and cannot be processed by this office.

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BILLIARD COLLECTION LLC
(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

Karen R. Spell, Esq
(Name of Person)

Spell & Associates, P.A.
(Firm/Company)

2525 Embassy Drive #2
(Address)

Cooper City, FL 33026
(City/State and Zip Code)

For further information concerning this matter, please call:

Karen R. Spell at (954-442-7771)
(Name of Person) (Area Code & Daytime Telephone Number)

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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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: BILLIARD COLLECTION LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

651 NW 124th Street
N. Miami, FL 33168

Mailing Address:

Same

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Karen R. Spell
Name

2525 Embassy Drive
Florida street address (P.O. Box NOT acceptable)

Cooper City, FL 33026
City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I 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 as provided for in Chapter 608, F.S.


Registered Agent's Signature

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

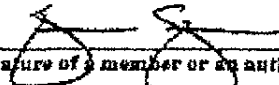
Name and Address:

<u>MGRM</u>	<u>Samuel K. Spell</u> <u>1533 Adams Street</u> <u>Hollywood, FL 33020</u>
<u>MGR</u>	<u>Phyllis A. Spell</u> <u>113 NW 91 Ave</u> <u>Pembroke Pines, FL 33024</u>

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SAMUEL K SPELL

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FLORIDA

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