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[Signature]

Carole Larson
CL Investment Opportunities, L.L.C.
400 Bath Club Blvd. South
North Redington Beach, FL 33708

August 12, 2003

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

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TALLAHASSEE, FLORIDA

Re: CL Investment Opportunities, L.L.C.

Dear Sir or Madam:

Enclosed please find the original Amendment to Articles of Organization, together with a check in the amount of \$30.00. This represents the filing fee for amended Articles of Organization for CL Investment Opportunities, L.L.C.

Very truly yours,

Carole Larson
Manager

Carole Larson
CL Investment Opportunities, L.L.C.

Enclosures

check stapled here

Amendment to the
ARTICLES OF ORGANIZATION of CL INVESTMENT OPPORTUNITIES, L.L.C.

The undersigned manager of CL Investment Opportunities, L.L.C. hereby amends the Articles of Organization of the Limited Liability Company to read as follows:

FIRST: The date of filing of the articles of organization was June 27, 2003, effective date June 1, 2003

SECOND: The following amendment to the articles of organization were adopted by the limited liability company:

ARTICLE VI - MANAGERS

This organization shall have one (1) manager initially. The number of managers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial manager of the organization is as follows:

Carole Larson
400 Bath Club Blvd. South
North Redington Beach, FL 33708

Manager

ARTICLE VIII - MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company.

The amendment was adopted by the shareholders and managing members on August 1, 2003.

All other Articles contained in the Articles of Organization remain unchanged.

IN WITNESS WHEREOF, the undersigned director has amended these Articles of Organization this 12th day of August, 2003, to be effective August 1, 2003.

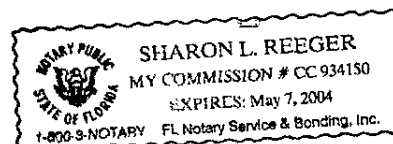
Carole D. Larson Manager
Carole Larson

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared J. Steven McWhorter, known to me to be the person who amended the foregoing Articles of Organization, and who acknowledged before me that he amended these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 19th day of June, 2003.

Sharon L. Reeger
Notary Public, State of Florida at Large
My Commission Expires:



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03 SEP 18 AM 9:07
CL INVESTMENT OPPORTUNITIES, L.L.C.

**CONSENT IN LIEU OF SPECIAL MEETING
OF THE MANAGING MEMBERS OF
CL INVESTMENT OPPORTUNITIES, L.L.C.**

The undersigned, all of the Members and Managers of CL Investment Opportunities, L.L.C. (the "Company"), or subsequently elected, acting without meeting pursuant to the Florida Statutes, hereby consent to and unanimously ratifies the following action taken by the Limited Liability Company as hereafter stated:

The management of the Limited Liability Company shall hereby be changed to and hereinafter be known as a manager-managed company and Carole Larson shall be the Manager, to be effective August 1, 2003.

Dated: August 12, 2003



Carole Larson
Manager and Member

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