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October 2, 2006

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Pride Homes Holdings, LLC
Articles of Amendment to Articles of Organization
2006 Limited Liability Company Amended Annual Report

Gentlemen:

Enclosed herein please find the Articles of Amendment to Articles of Organization of Pride Homes Holdings, L.L.C., together with our check, payable to the Florida Department of State in the amount of \$25.00, which represents the filing fee.

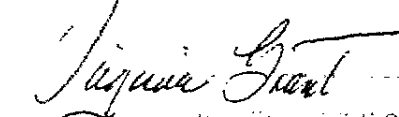
Also enclosed is the Amended Annual Report for Pride Homes Holdings, L.L.C, together with our check in the amount of \$50.00, representing the filing fee.

Please file the aforementioned documents at your earliest convenience.

Thank you for your assistance and cooperation in this matter.

Very truly yours,

KUPFER, KUPFER & SKOLNICK, P.A.



Virginia Grant
Legal Assistant

PHK:vg
Enclosures: As stated

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
PRIDE HOMES HOLDINGS, L.L.C.**

FIRST: The Articles of Organization were filed on September 12, 2003, and assigned document number LO3000034654.

SECOND: This amendment is submitted to amend the following;

Article VIII, MANAGEMENT, is amended in its entirety and the following is inserted in its place:

The Company shall be managed by a Manager or Managers in accordance with the Operating Agreement adopted by the Member(s) for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the Initial Manager of the Company is:

CMG HOLDINGS, LLC
12444 S.W. 127th Avenue
Miami, Florida 33186

Dated: August 30th, 2006.

CMG HOLDINGS, LLC, a Florida Limited
Liability Company, ~~Member~~

By: _____

Carlos M. Garcia, Manager

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