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TALLAHASSEE, FLORIDA

J. BRYAN MAR 30 2004

ASBURY AND ASSOCIATES, L.L.C.

Attorneys and Counselors at Law

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Lake Worth, Florida 33467

Mortgage Services Law
Title Insurance Issued
Real Estate Law

March 16, 2004

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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2004 MAR 18 AM 8:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: M.A.K. Acquisitions, LLC

Dear Clerk:

Please find enclosed Articles of Amendment to the Article of Organization of M.A.K. Acquisitions, LLC. And a check for \$58.75 for the Amendment and change of Registered agent and to receive a certified copy of the same.

Thank you for your assistance in this matter. If you have any questions please call me at the above phone numbers.

Respectfully,


Carol C Asbury, Esquire
For the firm of Asbury & Associates

cc: Clients

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
M.A.K. ACQUISITIONS, LLC

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JULIUS CORPORATION'S
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned Limited Liability Company adopts the following Articles of Amendment to its Articles of Organization:

1. The name of the Organization is M.A.K. Acquisitions, LLC
2. The following Amendment to the Articles of Organization was adopted by the Managing Member on March 1, 2004, in the manner prescribed by the pertinent provision of the Florida Limited Liability Company Act:

RESOLVED, that ARTICLE IV of the ARTICLES OF ORGANIZATION of M.A.K. ACQUISITIONS, LLC be amended to read as follows:

The name and address of the registered agent is:

ASBURY & ASSOCIATES, LLC
CAROL C. ASBURY, ESQUIRE
6542 HYPOLUXO ROAD, SUITE 310
LAKE WORTH, FL 33467

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.


CAROL C. ASBURY, MANAGER

RESOLVED, that ARTICLE V of the ARTICLES OF ORGANIZATION of M.A.K.

ACQUISITIONS, LLC be amended to read as follows:

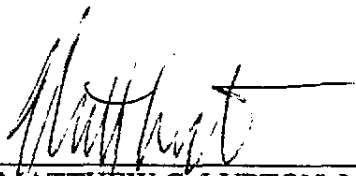
The name and address of each managing member is as follows:

Managing Member: ADONIS BALBUENA
1919 N. State Rd. 7, Suite 204
Margate, Fl 33063

Managing Member: K & M HOLDINGS, LLC
Matthew C. Lupton, Managing Member
William Kelvin Tillman, Managing Member
1919 N. State Rd. 7, Suite 204
Margate, Fl 33063

IN WITNESS WHEREOF, the undersigned member or authorized representative of member MATTHEW C. LUPTON made and subscribed these amendments to the Articles of Organization at Margate, Broward County, Florida on March 1, 2004.

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



MATTHEW C. LUPTON, MANAGER

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JULIA S. CORPORATIONS
ALLAHASSEE, FLORIDA