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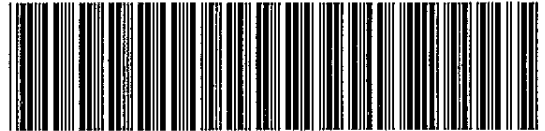
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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AEF XII, LLC

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- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ✓ ___ Art. of Amend. File LLC
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ✓ ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

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Name

Date

Time

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION OF**

AEF XII, L.L.C.
(A Florida Limited Liability Company)

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- FIRST:** The date of filing of the articles of organization was 12/04/2003.
- SECOND:** The following amendments(s) to the articles of organization was/were adopted by the limited liability company:

ARTICLE III. ADDRESS

The principal office of the company shall be Pensacola, Escambia County, Florida and the mailing address and the street address of the principal office is 6001 W. Nine Mile Rd., Pensacola, Florida 32526.

ARTICLE IV. REGISTERED AGENT

The name and street address of its initial Registered Agent in the State of Florida is:

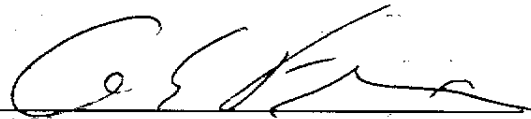
Antony E. Fiorentino
6001 W. Nine Mile Rd.
Pensacola, Florida 32526

The Acceptance of the Appointment as Registered Agent is attached to be made a part of these Articles of Organization.

ARTICLE VII. MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers. The name and address of such manager who is to serve as manager until the first annual meeting of members or until their successors are elected to qualify is:

ANTONY E. FIORENTINO
6001 W. Nine Mile Rd.
Pensacola, Florida 32526



ANTONY E. FIORENTINO
Member
AEF XII, L.L.C.

Dated: December 28, 2005

**DESIGNATION OF REGISTERED AGENT AND REGISTERED
OFFICE AND ACCEPTANCE OF SUCH DESIGNATION**

Pursuant to the provisions of Sections, 608.407(I)(d), Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Limited Liability Company is: AEF XII, L.L.C.

2. The name and address of the Registered Agent and Office is:

ANTONY E. FIORENTINO
6001 W. Nine Mile Rd.
Pensacola, FL 32526

AEF XII, L.L.C.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.


ANTONY E. FIORENTINO

Dated: December 28, 2005.