

Division of Corporations

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HARDAGROUND PROPERTIES, LLC

Certificate of Status	0
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CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION OF HARDAGROUND PROPERTIES, LLC, a Florida limited liability company

THE UNDERSIGNED, sole and managing Member of Hardaground Properties, LLC, a Florida limited liability company (the "Company"), does hereby certify:

That the undersigned, constituting the sole and managing Member of the Company, on or about September 29, 2006, adopted resolutions to amend the Articles of Organization as follows:

Pursuant to that certain Assignment of Limited Liability Company Membership Interest and Certificate of Assignor dated October 20, 2006 (copy of which is attached hereto as Exhibit "A"), Mandy Joannou, Jimmy Joannou and Gwen Joannou (collectively "Assignor") have sold, transferred, conveyed and assigned all of their right, title and interest in and to all membership interest in the Company ("Membership Interest") to Pavlo Joannou; and

The undersigned does hereby certify that the he is the sole and managing Member of the Company and his interest in the Company is 100%.

IN WITNESS WHEREOF, the undersigned sole and Managing Member of the Company has executed this Certificate of Amendment this 20th day of October, 2006.

Pavlo Joannou

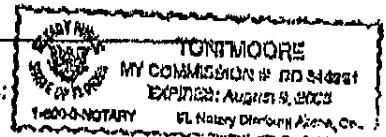
Pavlo Joannou, sole and managing Member of Hardaground Properties, LLC, a Florida limited liability company

STATE OF FLORIDA
COUNTY OF BROWARD

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The foregoing instrument was acknowledged before me this 20 day of October, 2006, by Pavlo Joannou, sole and managing Member of Hardaground Properties, LLC, a Florida limited liability company, who is personally known to me or who has produced _____ as identification.

Toni Moore
NOTARY PUBLIC
My Commission Expires:



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**ASSIGNMENT OF LIMITED LIABILITY COMPANY
MEMBERSHIP INTEREST AND CERTIFICATE OF ASSIGNOR**

THIS ASSIGNMENT and CERTIFICATE ("Assignment") is made and entered into as of this ^{29th} day of October, 2006, by and between Mandy Joannou ("Mandy"), Jimmy Joannou ("Jimmy"), Gwen Joannou ("Gwen"), (Mandy, Jimmy and Gwen are hereinafter sometimes collectively referred to as "Assignor"), and Pavlo Joannou ("Assignee").

RECITALS:

WHEREAS, Mandy is the owner and holder of Twenty-Five percent (25%) of the Membership Interest in Hardaground Properties, LLC, a Florida limited liability company ("Hardaground"); and

WHEREAS, Jimmy is the owner and holder of Twenty-Five percent (25%) of the Membership Interest in Hardaground; and

WHEREAS, Gwen is the owner and holder of Twenty percent (25%) of the Membership Interest in Hardaground; and

WHEREAS, Pavlo is the owner and holder of Twenty-Five percent (25%) of the Membership Interest in Hardaground; and

WHEREAS, Assignor has agreed to sell, transfer, convey and assign all of their right, title and interest in and to all membership interest which Assignor owns in Hardaground (collectively the "Membership Interest") to Assignee as provided herein; and

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. **Recitals.** The foregoing recitals are true and correct and incorporated herein by reference thereto.
2. **Transfer.** Assignor for and in consideration of the payment of Ten and No/100 (\$10.00) Dollars by Assignee to Assignor, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, irrevocably and unconditionally assigns, transfers, sells and conveys all of their right, title and interest in and to all Membership Interest which Assignor owns in Hardaground to Assignee.
3. **Additional Documents.** Each of the parties to this Assignment covenants to execute any and all documents necessary or appropriate to transfer, sell, convey and assign the interests hereby conveyed, including any document to be filed with the Florida Department of State in order to accomplish the foregoing.
4. **Warranties.** Assignor, their heirs, successors and assigns, as the case may be, hereby represents, warrants and covenants to and with Assignee, his successors and assigns, the following:
 - a. that Assignor has authority to convey the Membership Interest as provided for herein, including good title to the Membership Interest; that Assignor has the full right and power to sell, assign, transfer and convey the Membership Interest, that no Membership Interest has been

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previously assigned, conveyed or transferred, and that the Membership Interest is free and clear of all liens, claims, pledges, judgments, promissory notes, mortgages and encumbrances of any kind;

b. that no bankruptcy or insolvency proceedings are pending or contemplated by Assignor or Hardaground, or against Assignor or Hardaground;

5. Counterpart. This Assignment may be executed in a number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, the parties have signed this Assignment.

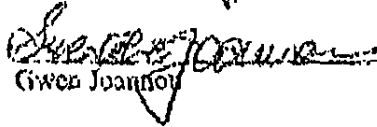
Jimmy Joannou



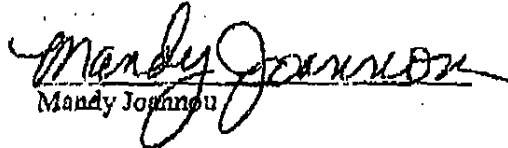
Pasch Joannou



Gwen Joannou



Mandy Joannou



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