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Just

8160 S.W. 192nd Street
Miami, Florida 33157
(786) 586-7723

May 12, 2004

Florida Department of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

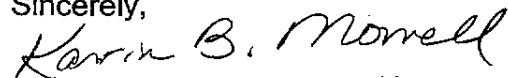
Re: Franklin Capital Group LLC
Articles of Amendment to Articles of Organization

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to the Articles of Organization for Franklin Capital Group LLC and the corresponding filing fee. Please file these Articles as soon as possible and forward a letter of acknowledgement of same to undersigned at the above-listed address.

Thank you for your attention to this matter.

Sincerely,



Karin B. Morrell

KM:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
FRANKLIN CAPITAL GROUP LLC**
(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the Articles of Organization was January 5, 2004.

SECOND: The following amendments to the Articles of Organization were adopted by the limited liability company:

Article II: Address

The Company's street and mailing address is:

Franklin Capital Group LLC
8160 S.W. 192nd Street
Miami, Florida 33157 USA

Article V: Management

This will be a member-managed company. The name and address of each member is:

Cathy Cruz Scafidi
8160 S.W. 192nd Street, Miami, Florida 33157

Dated: May 12, 2004



Signature of a member or authorized representative of a member



Typed or printed name of signee

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TALLAHASSEE, FLORIDA