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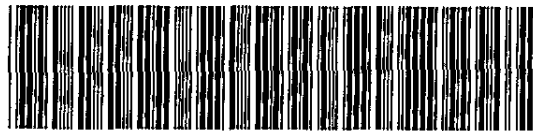
(Business Entity Name)

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JUN 7 2004
TALLAHASSEE, FLORIDA

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06/07/04--01042--011 **25.00



FLYING MAN PICTURES

June 3, 2004

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern,

The following is my return address, my daytime telephone number and other contact information:

John Herzog
2808 Pinnacle Court
Windermere, FL 34786
Tel: (407) 521-7371
Fax: (407) 295-5730
Email: Szobinski@yahoo.com

Many thanks,

John Herzog

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TALLAHASSEE, FLORIDA

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

FLYING MAN PICTURES, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was June 3, 2004.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Naming of Members: Michael Bagley and John Herzog

Management invested in the individual Members.

Each member's percentage interest:

Mike Bagley - 50%

John Herzog - 50%

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

Dated June 3, 2004.



Signature of a member or authorized representative of a member

John Herzog

Typed or printed name of signee

Filing Fee: \$25.00