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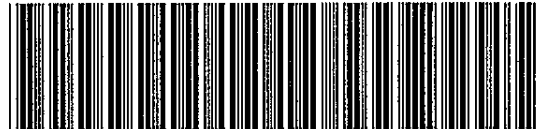
(Business Entity Name)

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TALLAHASSEE, FLORIDA

J. BRYAN JAN 20 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PHOENIX REAL ESTATE INVESTORS

(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joseph Warren Williams

(Name of Person)

(Firm/Company)

2518 Bellwood Drive

(Address)

Brandon, Florida 33511

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Joseph Warren Williams

(Name of Person)

at (813) 571-9194

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

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Certificate of Status

☐ \$55.00 Filing Fee &
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(additional copy is enclosed)

☐ \$60.00 Filing Fee,
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Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

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

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

PHOENIX REAL ESTATE INVESTORS

(Present Name)
(A Florida Limited Liability Company)

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TALLAHASSEE, FLORIDA

FIRST: The Articles of Organization were filed on 02/16/04 and assigned document number L04000014957.

SECOND: This amendment is submitted to amend the following:

Article I - The Kanjor Group, L.L.C.

Article II - P.O. Box 6971 Brandon, Florida 33508

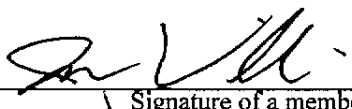
Article III - Registered Agent is Ingrid Marie Hooglander

3826 Bellewater Blvd. Riverview, Florida 33569

Article IV - remove Ingrid Marie Hooglander as MGR

Article IV - add Tracey Sylvia Williams as MGR

Dated January 11, 2006.



Signature of a member or authorized representative of a member

Joseph Warren Williams

Typed or printed name of signee