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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 659407 80473A

AUTHORIZATION :

COST LIMIT : \$ PPD

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ORDER DATE : May 18, 2004

ORDER TIME : 11:40 AM

ORDER NO. : 659407-005

CUSTOMER NO: 80473A

CUSTOMER: Ms. Ronda Gluck
Bill T. Smith, Jr., P.a.
Suite 402
980 North Federal Highway
Boca Raton, FL 33432

DOMESTIC AMENDMENT FILING

NAME: NEXT OPPORTUNITY, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Troy Todd ---EXT# 2940

EXAMINER'S INITIALS: _____

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

Next Opportunity, LLC

(Present Name)
(A Florida Limited Liability Company)

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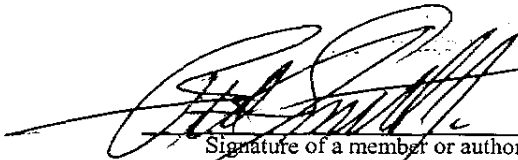
FIRST: The date of filing of the articles of organization was February 26, 2004

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

Article IV, shall be deleted in its entirety and the following inserted in lieu:
"The Limited Liability Company is to be managed by the members and the name(s)
and address(es) of the managing member(s) is/are:

Harold M. Smith
750 South Ocean Blvd., Suite 7N
Boca Raton, FL 33432"

Dated May 17, 2004



Signature of a member or authorized representative of a member

Bill T. Smith, Jr., Authorized Rep. of a Member

Typed or printed name of signee

Filing Fee: \$25.00