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LIMITED LIABILITY AMENDMENT

NAPOLEON FINANCIAL GROUP, LLC

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J. BRYAN MAY 20 2004

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

NAPOLEON FINANCIAL GROUP, LLC

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FIRST: The date of filing of the Articles of Organization was March 12, 2004.

SECOND: The following amendment to the Articles of Organization was adopted by the limited liability company:

Article V of the Articles of Organization is deleted in full and replaced by a new Article V which reads as follows:

"Article V

The names of the Managing Member and of the Members are as follows:

Vincent Napoleon (Managing Member)

Jason Schiering (Member)

Collin Atchison (Member)

James Schiering (Member)"

Date: May 17, 2003


Peter L. Keeley
Authorized Representative