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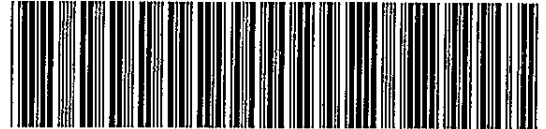
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**AMENDMENT TO ARTICLES OF ORAGNIZATION FOR
HIGHER LEVEL MEDIA, LLC**

FIRST

The Articles of Organization were filed on March 11, 2004 and assigned document number L04000021692.

SECOND

Article IV of the original Articles of Organization is amended as follows;

DELETE:

The name and address of each Manager and Member is as follows:

Gheorghe Pasat, Manager/Member 617 SE 16th Street, Apartment # 4, Fort Lauderdale, Florida 33316.
Devon Gonzales, Manager/Member 617 SE 16th Street, Apartment # 4, Fort Lauderdale, Florida 33316.

ADD:

The name and address of each Manager and Member is as follows:

Gheorghe Pasat, Manager/Member (99%)	1523 N 46th Avenue, Hollywood, Florida 33021
Bruce Quiroz, Member (1%)	1523 N 46th Avenue, Hollywood, Florida 33021

THIRD

ADD:

Article V to the original Articles of Organization;

Devon Gonzales, Manager/Member, hereby resigns and relinquishes his membership interest effective July 31, 2004.

FOURTH

Article II of the original Articles of Organization is amended as follows:

DELETE:

The mailing address and street address of the principal office of the Limited Liability Company is 617 SE 16th Street, Apartment # 4, Fort Lauderdale, Florida 33316.

ADD:

The mailing address and street address of the principal office of the Limited Liability Company is 1523 N 46th Avenue, Hollywood, Florida 33021

SIGNATURE


Gheorghe Pasat

DATE: SEPTEMBER 1, 2004

SIGNATURE


Devon Gonzales

DATE: SEPTEMBER 1, 2004

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