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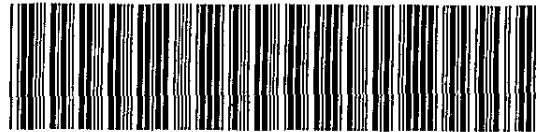
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DAVID B. PLEAT*
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June 10, 2004

Florida Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Amendment to Articles of Organization of Sandydog Properties, LLC

Dear Sir or Madam:

Enclosed please find the original Amendment to Articles of Organization of Sandydog Properties, LLC along with our firm Check No.5270 in the amount of Twenty Five Dollars (\$25.00) to cover the cost of filing the enclosed Amendment.

Please feel free to call me if you have any questions.

Very truly yours,

David B. Pleat

DBP/esc
Enclosures
cc: Mr. Robert Sanders (w/o enc)
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**AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF SANDYDOG PROPERTIES, LLC**

Pursuant to the provisions of section 608.411, Florida Statutes, this Florida limited liability company adopts the following articles of amendment to its articles of organization:

FIRST: The date filing of the articles of organization was:

May 26, 2004

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

ARTICLE V: The name and address of managing members are:

Robert Sanders
925 Eden Drive
Santa Rosa Beach, FL 32459

Frances Doggrell
925 Eden Drive
Santa Rosa Beach, FL 32459

William Darrell Russell
Post Office Box 220
Rosemary Beach, Florida 32461

Dated: June 07, 2004


Robert Sanders

This document prepared by:
David B. Pleat, Esq.
PLEAT & PERRY, P.A.
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