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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN NOV - 9 2004

LAW OFFICES  
**BLACKBURN & COMPANY, L.C.**  
5150 BELFORT ROAD, SOUTH  
BUILDING 500  
JACKSONVILLE, FLORIDA 32256

DENNIS L. BLACKBURN  
SIOBHAN M. WINGFIELD

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November 5, 2004

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Organization  
Retail Condos USA, LLC

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Amendment to Articles of Organization of Retail Condos USA, LLC effective September 2, 2004. Also enclosed is our check in the amount of \$35.00 in payment of the filing fee.

Please return a file stamped copy of the Articles of Amendment to the undersigned at the address indicated above. If you have any questions concerning this filing, please contact me.

Very truly yours,

  
Dennis L. Blackburn

DLB:rd  
Enclosure  
c: Mr. James G. Brady (w/o enclosure)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
RETAIL CONDOS USA, LLC  
DOCUMENT NUMBER: L04000043554

FILED  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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:

A. The name of this Company is RETAIL CONDOS USA, LLC

B. An amendment to Article V of the Articles of Organization has been adopted by the Members of the Company. As amended, Article V reads as follows:

ARTICLE V

The names and addresses of the managing members/managers are:

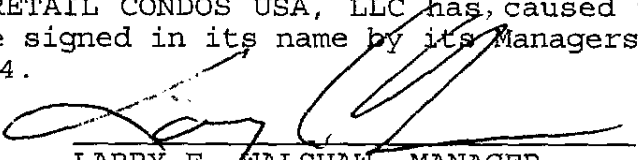
Title: Manager  
LARRY E. WALSHAW  
11202 ST. JOHNS INDUSTRIAL PARKWAY N  
JACKSONVILLE, FL 32246

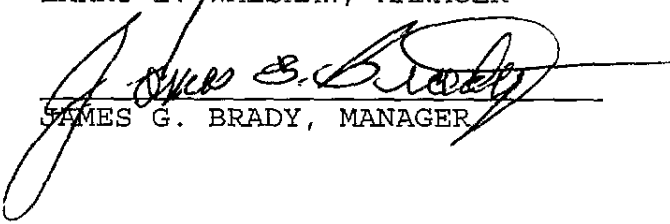
Title: Manager  
JAMES G. BRADY  
11202 ST. JOHNS INDUSTRIAL PARKWAY N  
JACKSONVILLE, FL 32246

There are no other amendments to the Articles of Organization, except as stated above.

C. The date of the adoption of the amendment to Article V by the Members of the Company is July 9, 2004.

IN WITNESS WHEREOF, RETAIL CONDOS USA, LLC has, caused these Articles of Amendment to be signed in its name by its Managers this 2nd day of September, 2004.

  
LARRY E. WALSHAW, MANAGER

  
JAMES G. BRADY, MANAGER