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*[Handwritten signature]*

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

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CONTACT: MEGAN HODGE

DATE: 10/11/2004

REF. #: 0937.30671

CORP. NAME: RUSS WHITNEY BOOKS, LLC

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 509954 FOR \$ 55.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

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

**RUSS WHITNEY BOOKS, LLC**

**FILED**  
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TALLAHASSEE, FLORIDA

**FIRST:** The date of filing of the Articles of Organization was July 29, 2004.

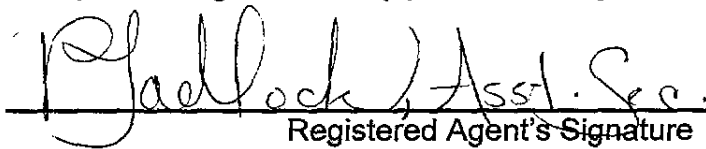
**SECOND:** The following amendments to the Articles of Organization were adopted by the limited liability company:

- a) **Article IV** thereof and the Designation of Registered Agent/Address is hereby amended and should read as follows:

“ The name and Florida street address of the registered agent is:

**CORPDIRECT AGENTS, INC.**  
103 N. MERIDIAN STREET  
TALLAHASSEE, FL 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Registered Agent's Signature

and

- b) **Article V** thereof is hereby amended and shall read as follows:

“ The name and address of the Manager is:

**RONALD S. SIMON**  
1612 E. CAPE CORAL PARKWAY  
CAPE CORAL, FL 33904 “

The effective time of the amendments shall be October 8, 2004.

Executed on October 8, 2004.



**RUSSELL A. WHITNEY,**  
Authorized Representative