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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

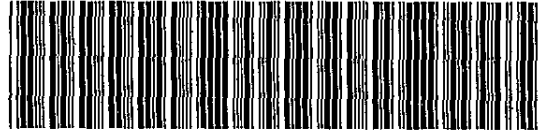
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Belleair Financial Trust, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gary Austin
(Name of Person)

Belleair Financial Trust, LLC
(Firm/Company)

2206 Clubside Drive
(Address)

Longwood, FL 32779-6223
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Gary Austin at (407) 592-3809
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|--|--|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
Belleair Financial Trust, LLC
(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was October 28, 2004.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

ARTICLE IV- Manager(s) or Managing Member(s):

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

Title:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGRM

Joe Martinson
PO Box 8464
Madeira Beach, FL 33738

MGRM

Gary Austin
2206 Clubside Drive
Longwood, FL 32779-6223

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Gary Austin, Managing Member

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gary Austin

Typed or printed name of signee

Dated July 16, 2005

Gary Austin, Managing Member

Signature of a member or authorized representative of a member

Gary Austin

Typed or printed name of signee

Filing Fee: \$25.00

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