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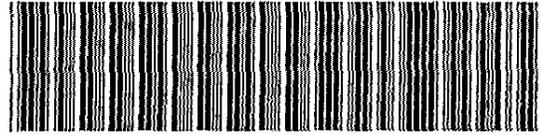
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VENICE REAL ESTATE INVESTORS, L.L.C.
(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:

Wycke Hampton, Esq.
(Name of Person)

Ford, Bowlus, Duss, Morgan, Kenney, Safer & Hampton, P.A.
(Firm/Company)

10110 San Jose Blvd.
(Address)

Jacksonville, FL 32257
(City/State and Zip Code)

For further information concerning this matter, please call:

Wycke Hampton, Esq. at (904) 268-7227
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee \$30.00 Filing Fee & Certificate of Status \$55.00 Filing Fee & Certified Copy (additional copy is enclosed) \$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

VENICE REAL ESTATE INVESTORS, L.L.C.

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on 11/05/2004 and assigned document number L04000080601.

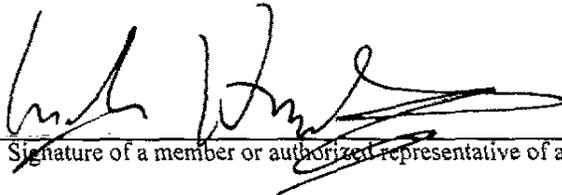
SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

The principal address of the limited liability company shall be 7620 Old Georgetown Road, #623, Bethesda, MD 20814.

The mailing address of the limited liability company shall be 7620 Old Georgetown Road, #623, Bethesda, MD 20814.

Dated

4/6/, 2005.



Signature of a member or authorized representative of a member

Wycke Hampton

Typed or printed name of signee

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TALLAHASSEE
FLORIDA

Filing Fee: \$25.00