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February 16, 2005

VIA FED EX

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment to Articles of Organization of HBX, LLC

To Whom It May Concern:

In connection with the above referenced matter, enclosed please find the following:

1. Articles of Amendment to Articles of Organization of HBX, LLC, A Florida Limited Liability Company; and
2. Our firm's check in the amount of \$33.75 representing the filing fee and one (1) certified copy of the document.

Please return the certified copy of the Articles of Amendment to Articles of Organization of HBX, LLC in the enclosed self addressed and prepaid envelope.

Should you have any questions regarding this matter, do not hesitate to call.

Very truly yours,


Kramer A. Litvak

KAL/ap
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
HBX, LLC
A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned Florida limited liability company adopts the following Articles of Amendment to its Articles of Organization:

FIRST: The name of the Florida limited liability company is **HBX, LLC**, (the "Company").

SECOND: The date of filing of the Articles of Organization of the Company was November 8, 2004.

THIRD: Article II of the Articles of Organization is hereby deleted in its entirety and in its place and stead the following is inserted:

ARTICLE II – Address

The mailing address and the principal office of the limited liability company is:

223 W. Gregory Street
Pensacola, Florida 32502

FOURTH: Article IV of the Articles of Organization is hereby deleted in its entirety and in its place and stead the following is inserted:

ARTICLE IV - Purpose

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

FIFTH: Article V of the Articles of Organization is hereby deleted in its entirety and in its place and stead the following is inserted:

ARTICLE V – Management

This organization is to be managed by a manager or managers elected by a majority vote of its members. The initial managers, who shall serve until the earlier of his death, resignation, replacement or until the first annual meeting of members and his successor is elected and shall qualify, shall be:

Matthew J. Pair
223 W. Gregory Street
Pensacola, Florida 32502

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SIXTH: Article VI of the Articles of Organization is hereby deleted in its entirety and in its place and stead the following is inserted:

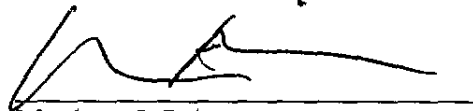
ARTICLE VI – Registered Agent

The name and street address of the initial registered agent of the limited liability company are:

Kramer A. Litvak, Esq.
220 W. Garden Street, Suite 606
Pensacola, Florida 32502

FOURTH: The date of adoption of these Articles of Amendment to Articles of Organization of HBX, LLC, by the members and managers was 2/15, 2005.

IN WITNESS WHEREOF, the undersigned members and managers of the Company have executed these Articles of Amendment to Articles of Organization on 2/15/05, 2005.


Matthew J. Pair

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