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LAW OFFICES OF  
**BORNSTEIN & SMITH**  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

2138 HOLLYWOOD BOULEVARD  
HOLLYWOOD, FLORIDA 33020-6716

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April 25, 2005

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: FREEDOM AQUARIUM PRODUCTS, L.L.C.**

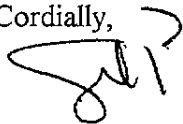
Gentlemen/Mesdames:

With reference to the above captioned matter enclosed herewith please find the following:

1. **AMENDMENT TO ARTICLES OF ORGANIZATION OF FREEDOM AQUARIUM PRODUCTS, L.L.C.; and**
2. A check in the amount of \$25.00 for the filing fee.

Thank you in advance for your prompt attention to this matter.

Cordially,



STEVEN H. SMITH

Enclosures (as stated)

FILED  
2005 JUN 17 P 4:29  
SEC. OF STATE  
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 3, 2005

STEVEN H. SMITH  
BORNSTEIN & SMITH  
2138 HOLLYWOOD BOULEVARD  
HOLLYWOOD, FL 33020-6716

SUBJECT: FREEDOM AQUARIUM PRODUCTS, L.L.C.  
Ref. Number: L04000085310

We have received your document for FREEDOM AQUARIUM PRODUCTS, L.L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the original date of filing/authorization in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Document Specialist

Letter Number: 505A00031490

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

**OF**  
**FREEDOM AQUARIUM PRODUCTS, L.L.C.**

This AMENDMENT TO ARTICLES OF ORGANIZATION OF FREEDOM AQUARIUM PRODUCTS, L.L.C. is made this 21 day of April, 2005, by the undersigned, ALBERTO VENEZIA and MICHELLA VENEZIA, the sole Members of the company.

The Articles of Organization as originally filed <sup>on November 18, 2004</sup> are hereby amended as follows:

1. The mailing and street address of the principal place of business of the company is:

18642 Cape Sable Drive  
Boca Raton, FL 33498


2. The Company is to be managed by Managing Members. The name and address of the sole Managing Members who are to serve until their successors are elected and qualified are:

ALBERTO VENEZIA  
18642 Cape Sable Drive  
Boca Raton, FL 33498

MICHELLA VENEZIA  
18642 Cape Sable Drive  
Boca Raton, FL 33498

IN WITNESS WHEREOF, the undersigned have executed this Amendment on the date first written above.

  
ALBERTO VENEZIA

  
MICHELLA VENEZIA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

205 MAY 17 P 11:29

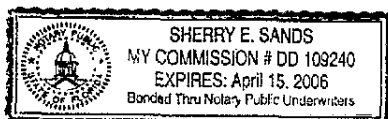
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STATE OF FLORIDA

COUNTY OF BROWARD

On this 21 day of April, 2005, before me personally appeared ALBERTO VENEZIA and MICHELLA VENEZIA, the sole Members of FREEDOM AQUARIUM PRODUCTS, L.L.C., who are personally known to me or who produced FL OR LIC for identification, and who executed the foregoing, and who acknowledged before me that they executed the same for the purposes expressed therein.

My Commission Expires:



  
Notary Public, State of Florida