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J. BRYAN JAN 12 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ACME International, LLC

FILED
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ACME INTERNATIONAL, LLC
(A Florida Limited Liability Company)**

FILED
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TALLAHASSEE, FLORIDA

FIRST: The date of filing of the Articles of Organization was November 10, 2004.

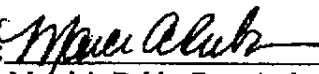
SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

1. The address of the principal office of ACME International, LLC is changed to:

9100 S. Dadeland Boulevard, Suite 901, Miami, Florida 33156
2. The following individual is named as an additional Manager (Non-Member) of the limited liability company:

Frank Girmun
1114 Fairfield Meadows Drive
Weston, Florida 33327

The undersigned authorized representative of the members of ACME International, LLC has executed these Articles of Amendment to Articles of Organization of ACME International, LLC on this 11th day of January 2005.

By: 
Marc A. Rubin, Esq., Authorized Representative
Simon, Schindler & Sandberg, LLP
2650 Biscayne Boulevard
Miami, Florida 33137
Florida Bar # 0990647