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Account Name : RUTHERFORD, MULHALL & WARGO, P.A.

Account Number : 075753002301 Phone : (561)241-1600 Fax Number : (561)241-3815

LIMITED LIABILITY AMENDMENT

THE CREATIVE UNDERGROUND, LLC

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TO: Ms. Agnes Lunt, Document Specialist

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FROM: Joseph M. Landolfi, Jr.

DATE: August 17, 2005

NUMBER OF PAGES: 4 (incl. cover sheet)

CLIENT NUMBER: 9988.001

RE: The Creative Underground, LLC

Your Ref. L05000004437

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FLORIDA DEPARTMENT OF STATE Glanda E. Hood Secretary of State

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2005 AUG 17 A 10: 02

SECRETARY OF STATE TALLAHASSEE, FLORIDA

August 16, 2005

THE CREATIVE UNDERGROUND, LLC 3830 LYONS ROAD, APT. 308 COCONUT CREEK, FL 33073

SUBJECT: THE CREATIVE UNDERGROUND, LLC

REF: L05000004437

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Limited liability companies are either member-managed or manager-managed not both. Member-managed companies are managed by the members of the limited liability company. Manager-managed companies are managed by non-members. Please amend your document to reflect either the limited liability company is member-managed or manager-managed. If the limited liability company is member-managed, list the names and addresses of the members who will manage the company and identify them solely as managing members. If the limited liability company is manager-managed, list the names and addresses of the non-members who will manage the company and identify them solely as managers. You cannot list both managers and managing members.

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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF THE CREATIVE UNDERGROUND, LLC

(a Florida Limited Liability Company)

CECRETARY OF STATE TALLAHASSEE, FLORIDA

FIRST:

The Articles of Organization of The Creative Underground, LLC (the "Company")

were filed on January 13, 2005 and assigned Document Number L05000004437.

SECOND:

The following amendments to the Articles of Organization were adopted by the

· limited liability company:

"ARTICLE V

MANAGEMENT

The Limited Liability Company is to be managed by one or more members and is, therefore, a member - managed company. The names and addresses of the managing members are:

Name	Address	Title
Dan Gershenson	3830 Lyons Road, Apt. 308 Coconut Creek, FL 33073	MGRM
Tom Olivieri	3830 Lyons Road, Apt. 308 Coconut Creek, FL 33073	MGRM
Joe Paul	3830 Lyons Road, Apr. 308 Coconut Creek, FL 33073",	MGRM

The undersigned executed these Amendment to the Articles of Organization on this

Dan Gorshenson, Managing Member

Fax Audit No. (H05000194656 3)