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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Marathon Holdings, LLC
(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:

Katherine Ann Schweikhardt, Esq.
(Name of Person)

The Schweikhardt Law Firm, P.A.,
(Firm/Company)

900 Sixth Avenue South, Suite 203
(Address)

Naples, FL 34102
(City/State and Zip Code)

For further information concerning this matter, please call:

Katherine Ann Schweikhardt at (239) 262-2227
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,
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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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Marathon Holdings, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on January 14, 2005 and assigned document number L05000004680.

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

Article II

The street address of the principal office of the Limited Liability Company is:
2236 River Reach Drive
Naples, FL 34104

Article III

The mailing address of the Limited Liability Company is:
2236 River Reach Drive
Naples, FL 34104

Article V

The name and address of managing members/managers are:

Title: MGRM	Title: MGRM
William Becker	Kenneth Carpenter
2236 River Reach Drive	2236 River Reach Drive
Naples, FL 34104	Naples, FL 34104

Dated February 4, 2005.

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Signature of a member or authorized representative of a member

Katherine Ann Schweikhardt, Esq.

Typed or printed name of signee

Filing Fee: \$25.00