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(Business Entity Name)

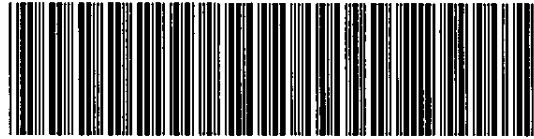
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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

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Manatee Bay, Inc.

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Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

**AMENDMENT TO THE ARTICLES OF ORGANIZATION OF
MANATEE BAY, LLC**

The undersigned, being all of the managing members authorized to execute and file this amendment to the Articles of Organization of MANATEE BAY, LLC (the "Company"), which Articles of Organization were filed on January 21, 2005, hereby amends the Articles of Organization as follows:

The Annual Report filed with the State of Florida incorrectly lists JED, LLC, a North Carolina Limited Liability Company as one of the members of the Company. The correct name of the member is J&E&D of NC, LLC, a North Carolina Limited Liability Company. Therefore, the Articles of Organization are hereby amended to correct the foregoing error and J&E&D of NC, LLC, a North Carolina Limited Liability Company is hereby added as a managing member of the Company replacing JED, LLC.

IN WITNESS WHEREOF, the undersigned being all the members and otherwise interested parties of the LLC, have signed this Amendment to the Articles of Organization and acknowledged them to be our act as of the date set forth below.

(SIGNATURE PAGE TO FOLLOW)

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TALLAHASSEE, FLORIDA

MEMBERS:



Christopher D. Haney

Mark Sherwood

SALERNO SHORES VENTURES, LLC,
a Florida limited liability company

By: _____
Debra Parker
Its: Manager and Member

By: _____
Donald Parker
Its: Member

J&E&D of NC, LLC, a North Carolina
limited liability company

By: _____
Edward H. Estridge
Its: Member

By: _____
Dean Biasucci
Its: Member

By: _____
James Shipley
Its: Member

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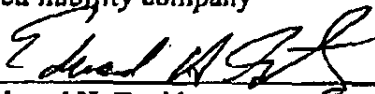
Mark Sherwood

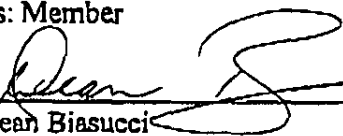
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