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COVER	LETTER
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TO: Registration Section Division of Corporations

SUBJECT: PHILLIPS IMPERIAL, 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:

DARIN	PHI	LLIF	°S

(Name of Person)

PHILLIPS IMPERIAL, LLC.

(Firm/Company)

1903 ERIE WAY

(Address)

KISSIMMEE, FL 34759

(City/State and Zip Code)

For further information concerning this matter, please call:

DARIN PHILLIPS 407) 361-9219 (Area Code & Daytime Telephone Number) at (__ (Name of Person)

Enclosed is a check for the following amount:

\$25.00 Filing Fee

\$30.00 Filing Fee & Certificate of Status \$55.00 Filing Fee & Certified Copy (additional copy is enclosed) \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

JUN

MAILING ADDRESS: Registration Section Division of Corporations P.O. Box 6327

Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF

PHILLIPS IMPERIAL, LLC.

(Present Name) (A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on FEBRUARY 02,2005 and assigned document number L05000011078

SECOND: This amendment is submitted to amend the following:

DELETED TWO MANAGING MEMBERS:

1- DENIS REPCHENKO, MGRM

1903 ERIE WAY, KISSIMMEE, FL 34759

2- MIKHAEL REPCHENKO, MGRM

1903 ERIE WAY, KISSIMMEE, FL 34759

ADD A MANAGING MEMBER:

1- NATALIA I. MANKOVITZ, MGRM

1903 ERIE WAY, KISSIMMEE, FL 34759

Dated JUNE 7

2006

Signature of a member or authorized representative of a member

DARIN PHILLIPS, MGRM

Typed or printed name of signee