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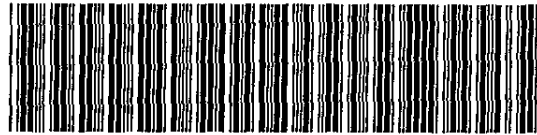
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WAG OAKLEY ZEPHYRHILLS 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:

Michael D. Karsch, Esq.
(Name of Person)

c/o Sachs Sax Klein
(Firm/Company)

301 Yamato Road, Suite 4150
(Address)

Boca Raton, FL 33431
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael D. Karsch at (561) 237-6865
(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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

WAG OAKLEY ZEPHYRHILLS LLC

(Present Name)
(A Florida Limited Liability Company)

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

FIRST: The Articles of Organization were filed on FEBRUARY 8, 2005 and assigned document number L05000012940.

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

Article VI is amended to read as follows:

The Limited Liability Company shall be managed by a manager. The initial manager shall be WAG Management, LLC, which shall remain manager until a new manager is appointed pursuant to the operating agreement or in accordance with applicable law.

Article VII is hereby deleted.

Dated July 26, 2005.



Signature of a member or authorized representative of a member

Peter Collins, Authorized Representative

Typed or printed name of signer

Filing Fee: \$25.00