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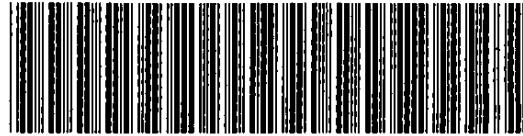
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICE OF SHERRY L. HYMAN, PLLC

Sherry L. Hyman, Esquire

Board Certified in Real Estate
Certified County and Circuit Mediator
Qualified Florida Arbitrator

3535 Military Trail, Suite 101
Jupiter, FL 33458

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Cell: (561) 329-2990 • E-mail: slhyman@aol.com



December 17, 2007

Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Amendment of: TK Ventures, LLC, a Florida Limited Liability company

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of the above referenced Articles of Amendment, together with a check in the amount of \$35.00 representing the filing fee. Please file these Articles of Amendment and then return a copy of same to me at the address listed above.

Thank you for your help and cooperation.

Sincerely,


SHERRY DEFKOWITZ HYMAN, ESQ.
For the Firm

ARTICLES OF AMENDMENT

OF

TK VENTURES, LLC

WHEREAS, The Articles of Organization (the "Articles") for TK VENTURES, LLC, a Florida Limited Liability Company ("Company") were filed on February 18, 2005 in the Florida Department of State, Division of Corporations of the State of Florida:

WHEREAS, on April 13, 2005 Company filed Articles of Amendment to Articles of Organization ("Amendment") which amended Article V of the Articles of Organization, as follows:

Article V is changed as follows:

*FROM: Title: MGR
Phoenix Realty Holdings, Inc.*

*TO: MGRM
Phoenix Realty Advisors, Inc.*

*FROM: Title: MGR
BFP, LLP*

*TO: MGRM
Thomas J. Benz*

WHEREAS, notwithstanding the foregoing Amendment, the Annual Reports filed with the Florida Department of State on behalf of Company for the years 2006 and 2007 were incorrect in that they showed Phoenix Realty Holdings, Inc. as a Managing Member instead of Phoenix Realty Advisors, Inc. as set forth in the Amendment.

WHEREAS, in light of the foregoing and pursuant to Florida Statutes 608.411, the Members desire to again amend the Articles set forth herein.

NOW, THEREFORE, this Second Amendment to the Articles of the Company, is hereby made as follows:

1. Article V is hereby amended to read as follows:

ARTICLE V - The name and address of the managing members/managers are as follows:

Title: Managing Member
Phoenix Realty Advisors, Inc.
303 Banyan Blvd, Suite 101
West Palm Beach, FL 33401

Title: Managing Member
Thomas J. Benz
303 Banyan Blvd, Suite 101
West Palm Beach, FL 33401

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TALLAHASSEE, FLORIDA

2. Company further states that at all times from the filing of the Amendment, the Managing Members of the Company have not changed and have been those persons or entities as set forth in Paragraph 1 above.

IN WITNESS WHEREOF, I, the undersigned have executed these Articles of Amendment this 13 day of December, 2007.

PHOENIX REALTY ADVISORS, INC.
A Florida Corporation, Managing Member

BY: [Signature]
Patrick J. DiSalvo, President

By: [Signature]
Thomas J. Benz, Managing Member

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13 day of December, 2007, by Patrick J. DiSalvo, as President of Phoenix Realty Advisors, Inc., a Florida Corporation, Managing Member and Thomas J. Benz, Managing Member on behalf of the company, who are personally known to me or who produced _____ as identification.



BY: [Signature]
Notary Public
State of Florida at Large
My Commission Expires:

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TALLAHASSEE, FLORIDA