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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: THE BLUE EXCHANGE, LLC
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Paul I. Kempner
(Name of Person)

The Blue Exchange, LLC
(Firm/Company)

2374 James Lane
(Address)

Sarasota, FL 34231
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Paul Kempner or Cheyenne Wu at (941) 921-4205
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS: *Dept. of State*
Registration Section
✓ Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$25 Filing Fee
- \$30 Filing Fee & Certificate of Status
- \$55 Filing Fee & Certified Copy
- \$60 Filing Fee, Certificate of Status & Certified Copy

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

THE BLUE EXCHANGE LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on February 23, 2005 and assigned document number L05000018380.

SECOND: This amendment is submitted to amend the following:

Add the following as managing members:

CARI MCDOWELL - 4332 Wordsworth Way, Venice, FL 34293

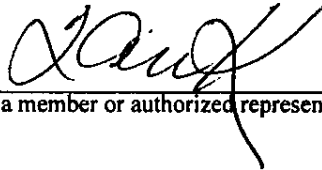
MILLIE BAR - 1862 6th St. #2, Sarasota, FL 34236

CHEYENNE WU - 2374 James Ln., Sarasota, FL 34231

MELISSA OHANIAN - 3377 Springmill Circle, Sarasota, FL 34239

Dated

05-09-2007



Signature of a member or authorized representative of a member

Poul Kempner

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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