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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Palafox Quarter, 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:

Kramer A. Litvak, Esq.

(Name of Person)

Litvak Beasley & Wilson, LLP

(Firm/Company)

226 East Government Street

(Address)

Pensacola, Florida 32502

(City/State and Zip Code)

For further information concerning this matter, please call:

Kramer A. Litvak

(Name of Person)

at (850) 432-9818

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



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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**

Palafox Quarter, LLC

(Present Name)
(A Florida Limited Liability Company)

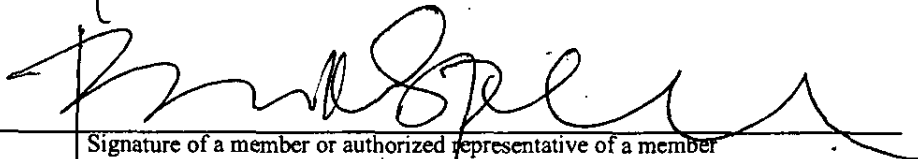
FIRST: The Articles of Organization were filed on January 4, 2007 and assigned document number L05000019740.

SECOND: This amendment is submitted to amend the following:

The managers for the Company shall be Brian K. Spencer and William S. Spotswood, Jr.

Dated

6/6 2007



Signature of a member or authorized representative of a member

BRIAN K. SPENCER

Typed or printed name of signee

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA

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