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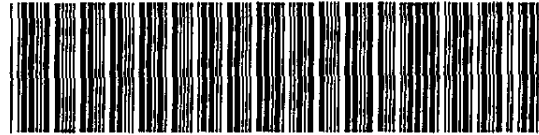
(Business Entity Name)

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N. Culligan JUL 18 2005

**August Worthington International LLC
1331 n. 1st Street Suite 901
Jacksonville Beach, FL 32250**

July 6, 2005

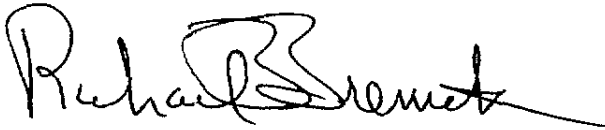
Division of Corporations
1331 N. 1st Street Suite 901
Jacksonville Beach, FL 32250

RE: AMENDMENTS TO ARTICLES OF ORGANIZATION

Enclosed is our check in the amount of \$25.00 payable to Florida Department of State, Division of Corporations, for amending the Articles of Organization of our company.

Sincerely,

AUGUST WORTHINGTON INTERNATIONAL LLC

A handwritten signature in black ink, appearing to read "Richard Brenick", with a long horizontal flourish extending to the right.

by Richard B. Brenick, Member

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AMENDMENT TO
ARTICLES OF ORGANIZATION FOR
August Worthington International LLC
A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to a meeting of the Member of August Worthington International LLC, the following amendments are hereby made to the ARTICLES OF ORGANIZATION:

ARTIVLE IV – MANAGEMENT:

New Managing Member Shirin D. Brenick replaces original Managing Member Richard B. Brenick .

ARTICLE V – ADMISSION OF ADDITIONAL MEMBER:

Shirin D. Brenick is hereby added as additional member with 101 share units. Original member Richard B. Brenick retains his 100 share units granted upon the company's formation.

I, CERTIFY THAT THE ABOVE AMENDMENTS WERE APPROVED AT A MEETING OF THE MANAGING MEMBER OF AUGUST WORTHINGTON INTERNATIONAL LLC HELD ON JUNE 30, 2005 AT THE PRINCIPAL OFFICES OF THE COMPANY, 1331 N. 1ST STREET, SUITE 901, JACKSONVILLE BEACH, FL 32250



Richard B. Brenick
Authorized Representative

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