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LIMITED LIABILITY AMENDMENT

MR. PROLOCK USA, LLC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION

I. Article VII of the Articles of Organization of MR. PROLOCK USA, LLC is hereby amended to read:

ARTICLE VII
Initial Capital Contributions

The total amount of cash, and the description and agreed value of property other than cash initially contributed to the limited liability company is described on the attached Exhibit "A", which is made a part hereof by this reference.


II. Article IX of the Articles of Organization of MR. PROLOCK USA, LLC is hereby amended to read:

ARTICLE IX
Management

The management of the limited liability company shall be vested in at least one manager. The Manager shall have the powers granted to them in the Operating Agreement. The Manager's name and address is Diana St. John, 633 Garland Circle, Indian Rocks Beach, FL 33785.

III. The foregoing amendments were adopted by the unanimous vote of the members of this limited liability company on the 23rd day of September, 2005.

The undersigned has executed these Articles of Amendment 23rd day of September, 2005.


J. Matthew Marquardt, Esq.
Attorney and Authorized
Representative for the Members

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EXHIBIT "A"
ARTICLES OF ORGANIZATION
FOR
MR. PROLOCK USA, LLC

Initial Contribution:

The initial contribution to the capital of MR. PROLOCK USA, LLC, by its Members is as follows:

<u>Member</u>	<u>Cash or Property</u>	<u>Interest</u>
Diana St. John	\$1,000.00	100%

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