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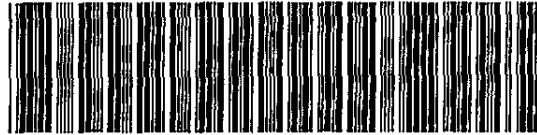
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05 AUG -1 PM 1:45
STATE
TALLAHASSEE, FLORIDA

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ATTORNEYS AT LAW

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July 28, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

ATTENTION: LLC Amendments

RE: K-Train Properties LLC

Department of State Document Number: L05000054140

Our File: CTB-813

05 AUG - 1 PM 1:45
TALLAHASSEE, FLORIDA
STATE

Dear Sir:

Enclosed herein are an original and one photocopy of the Articles of Amendment to Articles of Organization of K-Train Properties LLC and an original and one photocopy of the Agreements and Consents of Members of K-Train Properties LLC. Please file the originals with the Secretary of State. Our law firm check in the amount of \$25.00 is enclosed to cover the filing fee.

Thank you for your assistance in this matter. If you should have any questions, please advise.

Yours truly,



ELIZABETH F. MILLER, CLA
Certified Paralegal

Enclosures

cc: K-Train Properties LLC

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
K-TRAIN PROPERTIES LLC
A Florida Limited Liability Company**

FIRST : The date of filing of the Articles of Organization was June 1, 2005.

SECOND : The following amendment to the Articles of Organization was adopted by the limited liability company:

WILLIAM J. SMILEY withdrew as a Member of K-TRAIN PROPERTIES LLC (the "Company") effective the 22nd day of July, 2005, and transferred his one ~~third (1/3)~~ ^{sixth (1/6)} interest as a Member in the Company to CHRISTOPHER L. KING, effective the 22nd day of July, 2005.

DATED this 22nd day of July, 2005.


ROBERT G. KERRIGAN, Member


GEORGE W. ESTESS, Member


CHRISTOPHER L. KING, Member


WILLIAM J. SMILEY, Member

BAY WASH OF PORT ST. JOE, INC., a
Florida Corporation

BY: 
WILLIAM H. CARR, JR., President

BY: 
JAMES G. JOHNSON, Secretary

05 AUG - PM 1:45
TALLAHASSEE, FLORIDA