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(Requestor's Name)

Law Offices of
MATTHEWS & HAWKINS, P.A.
4475 Legendary Drive
Destin, Florida 32541

(City/State/Zip/Phone #)

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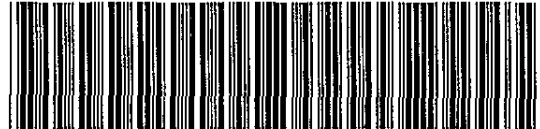
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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
UTOPIAN INVESTMENT PROPERTIES, L.L.C.
(A Florida Limited Liability Company)**

FIRST: The date of filing of the articles of organization was June 8, 2005.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

**ARTICLE IV
MANAGEMENT**

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is:

BC Investment Properties, Inc.
4460 Legendary Drive, Suite 100
Destin, Florida 32541

Dated June 20th, 2005.

BC INVESTMENT PROPERTIES, INC.


By: Mark R. McMullen
Its: Incorporator

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