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COVER LETTER

TO: **Registration Section** Division of Corporations

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BRAIN TRAINER USA LLC SUBJECT:

(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:

	BRAIN TRA 3800 S OC	(Name of Person) AINER USA LLC (Firm/Company) EAN DR APT 606 (Address)		1.10 1.11	05 007 - 5	FILED
HOLYWOOD, FL 33019 (City/State and Zip Code) For further information concerning this matter, please call: LARRY COHEN at (305) 206-2497		·2497	OF STATE	PH 1: 34	9	
<u></u>	(Name of Person)	(Area Code & Daytime				
Enclosed is a check for	the following amount:					
\$25.00 Filing Fee	S30.00 Filing Fee & Certificate of Status	S55.00 Filing Fee & Certified Copy (additional copy is enclosed)	S 60.00 Filing Fe Certificate of Status Certified Copy (additional copy is o	s &		
Re Div P.C	AILING ADDRESS: gistration Section vision of Corporations). Box 6327 llahassee, FL 32314	STREET/COURI Registration Section Division of Corpora Clifton Building 2661 Executive Cen Tallahassee, FL 32	n ations nter Circle			

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF

BRAIN TRAINER USA LLC

(Present Name) (A Florida Limited Liability Company)

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FIRST: The Articles of Organization were filed on 06/10/2005 and assigned document number 105000057708

SECOND: This amendment is submitted to amend the following:

FEI Number: 20-3146571

ADD New Managing Member

Name: Max Helfman, Trustee

Address: c/o Hahn

17201 NE 13th AVE

N Miami Beach, FL 33162

Title: MGRM

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Dated September 28, 2005

Signature of a member or authorized representative of a member

LARRY COHEN Typed or printed name of signee

Filing Fee: \$25.00