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DIVISION OF CORPORATIONS
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Modcast Systems, L.L.C.
(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:

Samuel L. LePrell
(Name of Person)

Samuel L. LePrell, Attorney & Counselor at Law
(Firm/Company)

1930 San Marco Boulevard, Suite 201
(Address)

Jacksonville, Florida 32207
(City/State and Zip Code)

For further information concerning this matter, please call:

Samuel L. LePrell at (904) 390-2705
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee \$30.00 Filing Fee & Certificate of Status \$55.00 Filing Fee & Certified Copy (additional copy is enclosed) \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

Modcast Systems, L.L.C.

(Present Name)
(A Florida Limited Liability Company)

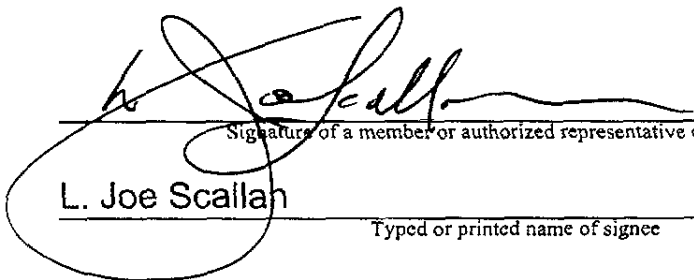
FIRST: The Articles of Organization were filed on July 5, 2005 and assigned document number L05000067788

SECOND: This amendment is submitted to amend the following:

Article X of the Articles of Organization is amended in its entirety
to read as follows: See "Exhibit A" attached hereto.

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Dated October 25, 2005



Signature of a member or authorized representative of a member
L. Joe Scallan

Typed or printed name of signee

Filing Fee: \$25.00

EXHIBIT "A"

**ARTICLES OF AMENDMENT TO ARTICLES OF
ORGANIZATION OF MODCAST SYSTEMS, L.L.C.**

<u>NAME</u>	<u>INTEREST</u>	<u>ADDRESS</u>
L. Joe Scallan and Mary Ann Davis, jointly	54.0%	108 Melrose Court Ponte Vedra Beach, Florida 32082
Bruce A. Smathers	10.0%	1050 Riverside Avenue Jacksonville, Florida 32204
Raymond A. Mantle	6.0%	1050 Riverside Avenue Jacksonville, Florida 32204
Bobby Raulerson	12.0%	993 Shipwatch Drive Jacksonville, Florida 32225
Robert L. Murphy	7.0%	437 Treaty Oak Lane St. Augustine, Florida 32092
Samuel L. LePrell	1.0%	1930 San Marco Boulevard Suite 201, St. Mark's Place Jacksonville, Florida 32207
Advanced Learning Environment Solutions, Inc.	10.0%	1050 Riverside Avenue Jacksonville, Florida 32204

C:\wpdoc\Murphy Robert\Modcast Systems\Exhibit A to Articles of Amendment.wpd

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