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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

PHENION ON THE RIVER, LLC

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NOV 15 2005

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

Phenion on the River, LLC

(Present Name)
(A Florida Limited Liability Company)

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JUDICIAL CLERK OF CIRCUIT
TALLAHASSEE, FLORIDA

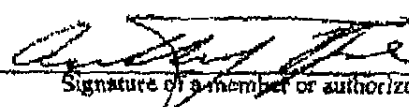
FIRST: The Articles of Organization were filed on September 13, 2005 and assigned
document number L0500002621153

SECOND: This amendment is submitted to amend the following:

Article V is amended to show the current members are:

Please View Attached List.

Dated November 9th, 2005


Signature of a member or authorized representative of a member

Anthony Tharpe

Typed or printed name of signee

Filing Fee: \$25.00

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Article V is amended to show the current members are:

1. Anthony Tharpe -- 6726 Third Street, Jupiter, Florida 33458
2. Dzyglo Enterprises, I.LC - 6726 Third Street, Jupiter, Florida 33458
3. Anthony Mahon - 6726 Third Street, Jupiter, Florida 33458
4. Beverly Mahon - 6726 Third Street, Jupiter, Florida 33458
5. Valcor Mahon - 6726 Third Street, Jupiter, Florida 33458
6. Carmen Dixon - 6726 Third Street, Jupiter, Florida 33458
7. Grace Brown - 6726 Third Street, Jupiter, Florida 33458
8. Anthony Brown - 6726 Third Street, Jupiter, Florida 33458
9. Shirley James - 6726 Third Street, Jupiter, Florida 33458
10. Horizon Property Group, LLC - 6726 Third Street, Jupiter, Florida 33458
11. Cleopatra Simms - 6726 Third Street, Jupiter, Florida 33458
12. Garfield Dwight Simms - 6726 Third Street, Jupiter, Florida 33458
13. Audley Stewart - 6726 Third Street, Jupiter, Florida, 33458
14. Charmaine Wilson - 6726 Third Street, Jupiter, Florida, 33458
15. Nora Turner - 6726 Third Street, Jupiter, Florida, 33458
16. Janet Linton - 6726 Third Street, Jupiter, Florida, 33458
17. Solwyn Linton - 6726 Third Street, Jupiter, Florida, 33458
18. Alan Grant - 6726 Third Street, Jupiter, Florida, 33458
19. Provincial Holding, LLC - 6726 Third Street, Jupiter, Florida, 33458
20. Vincent Small - 6726 Third Street, Jupiter, Florida, 33458
21. Hope Sterling - 6726 Third Street, Jupiter, Florida, 33458
22. Arlene Tharpe - 6726 Third Street, Jupiter, Florida, 33458
23. Anna K. Tharpe - 6726 Third Street, Jupiter, Florida 33458
24. Una Jay Tharpe - 6726 Third Street, Jupiter, Florida 33458
25. Sydney Tharpe - 6726 Third Street, Jupiter, Florida 33458
26. Dane Henry - 6726 Third Street, Jupiter, Florida 33458
27. Louise Williams - 6726 Third Street, Jupiter, Florida 33458
28. Lakes International, LLC - 6726 Third Street, Jupiter, Florida 33458
29. Sanjay Siewbally - 6726 Third Street, Jupiter, Florida 33458
30. Elaine Baccas - 6726 Third Street, Jupiter, Florida 33458
31. George Clarke - 6726 Third Street, Jupiter, Florida 33458
32. Sharon J. Clarke - 6726 Third Street, Jupiter, Florida 33458
33. Fredrick Roberts - 6726 Third Street, Jupiter, Florida 33458
34. Beverley - Wright Roberts - 6726 Third Street, Jupiter, Florida 33458

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