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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BARRIO 305, LLC
(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:

NOAH OTALVARO

(Name of Person)

BARRIO 305, LLC

(Firm/Company)

9468 PEACEFUL DR

(Address)

SANIBEL, FL 33957

(City/State and Zip Code)

For further information concerning this matter, please call:

NOAH OTALVARO

(Name of Person)

at (305) 772 7657

(Area Code & Daytime Telephone Number)

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

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Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

BARRIO 305, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on NOV. 17, 2005 and assigned document number L05000111557.

SECOND: This amendment is submitted to amend the following:

PLEASE REMOVE MANAGER NAMED JOSE DAVILA FROM
BARRIO 305. HE IS NO LONGER WITH OUR COMPANY.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dated JUNE 15, 2006.



Signature of a member or authorized representative of a member

NOAH OTALVARO

Typed or printed name of signee