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DIVISION OF REGISTRATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 909905 7518993

AUTHORIZATION

Lyndell

COST LIMIT : \$ 35.00

ORDER DATE : March 9, 2006

ORDER TIME : 9:33 AM

ORDER NO. : 909905-005

CUSTOMER NO: 7518993

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DOMESTIC AMENDMENT FILING

NAME: BARBARA & PALMER BROOKS, LLC

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
BARBARA & PALMER BROOKS, LLC**

FIRST: The Articles of Organization were filed with the Secretary of State on December 7, 2005 and assigned document number L05000116805.

SECOND: The following amendment to the Articles of Organization was adopted by the limited liability company:

ARTICLE V of the Articles of Organization of **BARBARA & PALMER BROOKS, LLC** is amended to delete the present **ARTICLE V** and replace it with the following **ARTICLE V**:

ARTICLE V - Managing Member(s) :

The names and addresses of the Managing Members are as follows:

Title:

Name and Address:

MGRM

Sharon B. Dicks
1809 Sweet Bay Ct.
Plant City, FL 33566

MGRM

Henry P. Brooks, Jr.
13408 Gulf Crest Way
Tampa, FL 33624

MGRM

Bonnalee B. Jones
P.O. Box 41697
Sacramento, CA 95844

MGRM

Joseph Roy Brooks
18975 Crooked Lane
Lutz, FL 33549

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The foregoing Articles of Amendment to the Articles of Organization is hereby adopted
by **BARBARA CARUTHERS BROOKS** and **H. PALMER BROOKS**, on the 28 day of
February, 2006.


BARBARA CARUTHERS BROOKS


H. PALMER BROOKS