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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Anglers Alley LLC

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____ Art of Inc. File _____
____ LTD Partnership File _____
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✓ ____ L.C. File Amend _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
✓ ____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
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6/22

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ANGLERS ALLEY, LLC**

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2006 JUN 22 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 608 of the Florida Statutes, the undersigned hereby declares the following amendment to Articles 1 and 4 and 7 of the Articles of Organization of ANGLERS ALLEY, LLC, a Florida limited liability company ("the Company") originally filed with the Secretary of State, State of Florida on December 14, 2005 were adopted to read as follows:

ARTICLE 1: NAME AND MAILING ADDRESS

The name of the Company ANGLERS ALLEY, LLC, and its principal office and mailing address shall be 3203 ~~Richfield Drive~~, Lakeland, Florida 33803.

Bridgefield

ARTICLE 4: REGISTERED OFFICE AND AGENT

The street address of the registered office of this Company is located at 3203 ~~Richfield Drive~~, Lakeland, Florida 33803 and the name of the registered agent is Debra McQueen.

Bridgefield Drive

ARTICLE 7: MANAGEMENT; INITIAL MEMBERS

The name and address of the managing member is:

NAME

ADDRESS

Debra McQueen

3203 ~~Richfield Drive~~, Lakeland, Florida
33803 *Bridgefield*

Dated

June 21, 2006

Debra McQueen

ANGLERS ALLEY, LLC, Managing Member
Signature

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Amendment of ANGLERS ALLEY, LLC, set forth above, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated

June 21, 2006

Debra McQueen

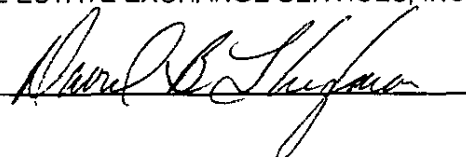
ANGLERS ALLEY, LLC Registered Agent

RESIGNATION

The undersigned hereby resigns as manager of ANGLERS ALLEY, LLC, a Florida limited liability company.

DATED effective: 6/14/, 2006

REAL ESTATE EXCHANGE SERVICES, INC.

By: 

**CONSENT IN LIEU OF MEETING OF THE SOLE MEMBER
OF
ANGLERS ALLEY, LLC**

The undersigned, constituting the sole Member of ANGLERS ALLEY, LLC (the "Company"), acting without meeting pursuant to the Operating Agreement of the company hereby consent to and unanimously adopt the following preambles, resolutions and actions:

- (1) RESOLVED, that this Consent shall be in lieu of the special meeting of the Members of this LLC and shall be given effect as of the date below.
- (2) WHEREAS, Real Estate Exchange Services, Inc., has resigned as Manager of the company; therefore, it is

RESOLVED, that ANGLERS ALLEY, LLC is hereby appointed as Manager of the company effective the date below written.

I, the undersigned, being the sole member of the LLC, do hereby ratify, approve, consent to and confirm all of the above preambles, resolutions and actions.

EFFECTIVE DATE: 6/14, 2006

REAL ESTATE EXCHANGE SERVICES, INC.
a Florida Corporation

By: 