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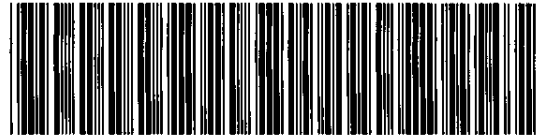
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amend.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JUN - 7 AM 8:55

APPROVED
AND
FILED

Robert W. Morrison, Esq.
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Attorney and Counselor at Law

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April 27, 2006
Via Federal Express #8542 8167 2040

Division of Corporations
2670 Executive Center Circle
Suite 100
Tallahassee, FL 32301

Re: Leipers Field – 1, LLC and Leipers Field –2, LLC Articles of Amendment and Annual Company Reports

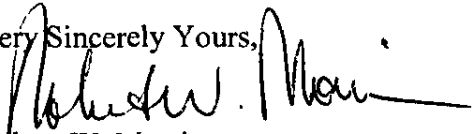
Dear Sir or Madam:

In connection with the referenced matter, enclosed are Articles of Amendment to each of the referenced LLCs, and Annual Reports for each of the referenced LLCs.

Also enclosed is my Law Firm's Trust Account check in the amount of \$150.00 payable to the Department of State for two Annual Report Filing Fees of \$50.00 each and two Articles of Amendment at \$25.00 each.

Thank you for your prompt attention to this matter.

Very Sincerely Yours,


Robert W. Morrison

RWM : jjs
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 25, 2006

ROBERT W. MORRISON, ESQ.
P.O. BOX 940518
MAITLAND, FL 32794-0518

SUBJECT: LEIPERS FIELD-2, LLC
Ref. Number: L06000000166

We have received your document for LEIPERS FIELD-2, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of a limited liability company must contain the designation "L.L.C.," "LLC," "L.C.," or "LC," or the words "LIMITED LIABILITY COMPANY," or "LIMITED COMPANY." Please amend the name of your entity accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6853.

Leslie Sellers
Document Specialist

Letter Number: 806A00036834

LEIPERS FIELD-2, LLC

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**ARTICLES OF AMENDMENT
to
ARTICLES OF ORGANIZATION**

06 JUN -7 AM 8:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 608, Florida Statutes, the undersigned limited liability company adopts the following articles of amendment to its articles of organization.

1) The name of the company is Leipers Field-2, LLC, and the Articles of Organization were filed on December 30, 2005.

2) The following amendments to the articles of organization were adopted by the Company:

- (a) The name of this company is hereby changed to Ft. Payne - Metcalfe-KY-2, LLC.
- (b) The Manager of this Company is hereby changed to "Ash Petroleum, Inc., a Florida Corporation".

3) The amendments were adopted by the Manager of the Company on ^{April} ~~May~~ 28, 2006.

4) The above amendments were approved by a majority of the Members of the Company on ~~May~~ 28, 2006.

Dated ^{April} ~~May~~ 28, 2006.

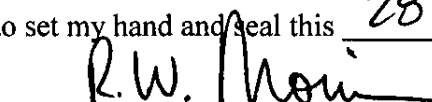
Leipers Field-2, LLC
By: Ash Petroleum, Inc., A Florida Corporation
As Manager

By: 
James W. Peak, Chief Executive Officer

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared James W. Peak, as Chief Executive Officer of Ash Petroleum, Inc., a Florida Corporation, to me well known to by the persons who executed the foregoing articles of amendment to articles of organization and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of ^{April} ~~May~~ 2006.


Notary Public

My commission expires:



R. W. Morrison
MY COMMISSION # DD249867 EXPIRES
September 14, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

06 JUN -7 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED