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J. BRYAN OCT 13 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Tapre, 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:

Christopher J. Shipley, Esq., MBA, CPA
(Name of Person)

Shipley Law Firm
(Firm/Company)

131 Waterman Avenue
(Address)

Mount Dora, Florida 32757-9541
(City/State and Zip Code)

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For further information concerning this matter, please call:

Barbara Szczepanski at (352) 383-3397
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

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

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

Tapre, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on February 22, 2006 and assigned document number L06000019212.

SECOND: This amendment is submitted to amend the following:

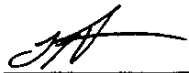
Article V: Members have changed to:

Travis L. Priest Family Trust under agreement dated June 1, 2004,
38401 Timberlane Drive, Umatilla, FL 32784-9308/Member

***Travis Priest and Angela Priest are no longer managers/members of this company

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Dated September 28, 2006



Signature of a member or authorized representative of a member

Travis L. Priest

Typed or printed name of signee

Filing Fee: \$25.00

AMENDED ARTICLES OF ORGANIZATION

OF

TAPRE, LLC

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit and hereby adopt the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this limited liability company is TAPRE, LLC, and its principal office and mailing address is located at 38401 Timberlane Drive, Umatilla, Florida 32784-9308.

**ARTICLE II
DURATION**

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

**ARTICLE III
PURPOSE**

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL CONTRIBUTIONS**

The total amount of cash and property contributed to this limited liability company by its members upon the filing of these Articles of Organization is One Dollar (\$1.00). There are no additional contributions which have been agreed upon by the members at the time of the filing of these Articles of Organization. The members are free to agree upon additional contributions to this limited liability company at any point in the future.

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**ARTICLE V
MEMBERSHIP**

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

**ARTICLE VI
DISSOLUTION**

The limited liability company will dissolve as provided in the Operating Agreement executed by and among the members.

**ARTICLE VII
MANAGEMENT**

This organization is to be managed by a manager or managers elected by a majority vote of its members. The initial managers, who shall serve until the earlier of their deaths, resignations, replacements or until the first annual meeting of members and their successors are elected and qualified, shall be: LIMITLESS PURSUITES, INC.

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of this limited liability company's initial registered office is 38401 Timberlane Drive, Umatilla, Florida 32784-9308 and the name of this limited liability company's initial registered agent is Travis L. Priest.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of TAPRE, LLC.

**ARTICLE IX
CERTIFICATES OF MEMBERSHIP**

A member's interest in this limited liability company may be evidenced by a certificate of membership interest issued by this limited liability company.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization for this limited liability company this 28th day of September, 2006.

TRAVIS L. PRIEST FAMILY TRUST under agreement June 1, 2004

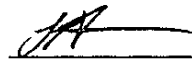
By: *TLP*, TTE
Travis L. Priest, Trustee

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Travis L. Priest, am familiar with and hereby accept the appointment as Registered Agent for TAPRE, LLC as set forth in the Articles of Organization filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 28th day of September, 2006.



Travis L. Priest

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