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(City/State/Zip/Phone #)

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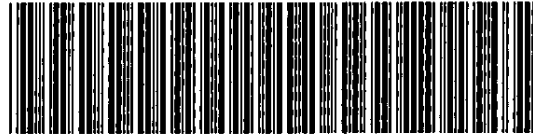
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Real Estate Investment Group of Bay County 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:

Chris Burchfield
(Name of Person)

Real Estate Investment Group of Bay County LLC
(Firm/Company)

16500-B Panama City Beach Parkway
(Address)

Panama City Beach, FL 32413
(City/State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Chris Burchfield at (850) 249-0615
(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**

Real Estate Investment Group of Bay County LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on February 27, 2007 and assigned document number L06000021447.

SECOND: This amendment is submitted to amend the following:

Article V: Managers/Members

Add: Donald P Cooley (50% Member)

Existing Member) Chris Burchfield (50% Member)

2007 APR 27 1AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated April 26, 2007.



Signature of a member or authorized representative of a member

Chris Burchfield

Typed or printed name of signee

Filing Fee: \$25.00