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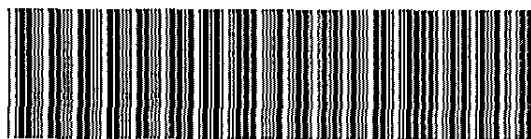
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J. BRYAN AUG 30 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Mayfair 319, 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:

Dara Drawdy

(Name of Person)

Incorp Services, Inc.

(Firm/Company)

3155 East Patrick Lane, Suite 1

(Address)

Las Vegas, NV 89120

(City/State and Zip Code)

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For further information concerning this matter, please call:

Dara Drawdy

(Name of Person)

at (702) 866-2500

(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 &
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(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**

Mayfair 319, LLC

(Present Name)
(A Florida Limited Liability Company)

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FIRST: The Articles of Organization were filed on 07/27/2006 and assigned document number L06000074664.

SECOND: This amendment is submitted to amend the following:

The Managing Member information, which was filed as
"Serendipity Holdings, LLC" should read "Serendipity Group Holdings, LLC".

Dated August 2, 2006

Martha Kim

Signature of a member or authorized representative of a member

Martha Kim

Typed or printed name of signee

Filing Fee: \$25.00