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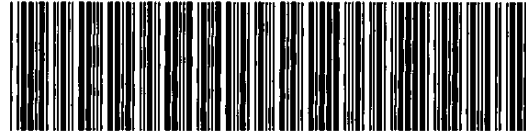
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TALLAHASSEE, FLORIDA

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**TO: Registration Section
Division of Corporations**

SUBJECT: Twirl 3, 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:

Richard J. O'Hare
(Name of Person)

Richard J. O'Hare P.A.
(Firm/Company)

1550 Madruga Ave., #120
(Address)

Coral Gables, FL 33146
(City/State and Zip Code)

For further information concerning this matter, please call:

Richard J. O'Hare at (**305**) **661-4600 Ext. 205**
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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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

FILED
07 OCT -1 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Twirl 3, LLC

(Present Name)
(A Florida Limited Liability Company)

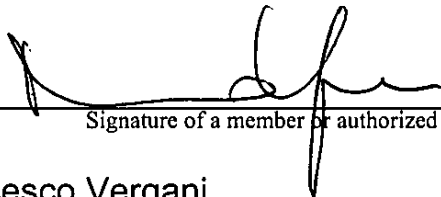
FIRST: The Articles of Organization were filed on January 25, 2007 and assigned document number L07000009452.

SECOND: This amendment is submitted to amend the following:

1) To delete the following old members: a) Fabio Ciraulo; b)
Giulio Vergani; c) Monica Mazzini; and , d) Francesco Vergani.

2) To add the following new members: a) Twirl HQ, LLC, 2332
Galiano Street, Coral Gables, FL 33134; and , b) Luigi Bertola,
1111 Brickell Bay Drive, Apt. # 1012, Miami, FL 33131.

Dated September 4, 2007.



Signature of a member or authorized representative of a member

Francesco Vergani

Typed or printed name of signee