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KARNAVICIUS, LLC

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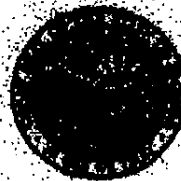
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July 16, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

KARNAVICIUS, LLC
12945 SEMINOLE BLVD. BLDG 2 STE 7
LARGO, FL 33778

SUBJECT: KARNAVICIUS, LLC
REF: L07000028502

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
KARNAVICIUS, LLC**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, the undersigned hereby declares the following amendment to the following Articles of the Articles of Organization of **KARNAVICIUS, LLC**, a Florida limited liability company ("the Company") originally filed with the Secretary of State, State of Florida, March 15, 2007 was adopted to read as follows:

ARTICLE 1: NAME AND MAILING ADDRESS

The name of the Company is **KARNAVICIUS, LLC**, and its principal office and mailing address shall be 2235 16th Avenue North, St. Petersburg, Florida 33713.

ARTICLE 4: REGISTERED OFFICE AND AGENT

The street address of the registered office of this Company is located at 2235 16th Avenue North, St. Petersburg, Florida 33713 and the name of the registered agent is Nancy J. Karnavicius.

ARTICLE 7: MANAGEMENT: MEMBERS

Initially the Company is to be managed by one manager, who may or may not be a member. The number of managers may either be increased or decreased from time to time by agreement by the members but shall never be less than one. The name and address of the Manager is:

NAME

ADDRESS

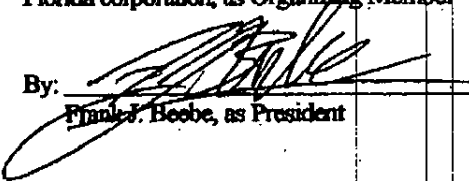
Nancy J. Karnavicius

2235 16th Avenue North, St. Petersburg, FL 33713

1. Effective Date. The Amendment shall become effective on July 16, 2007.

Dated this 3rd day of July, 2007

ALL PROPERTIES EXCHANGE GROUP, INC., a
Florida corporation, as Organizing Member

By: 

Frank J. Beebe, as President

EFFECTIVE DATE 7-16-07

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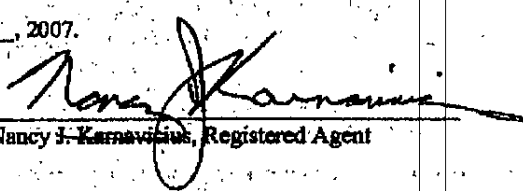
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Organization of KARNAVICIUS, LLC, set forth above, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated this 12th day of July, 2007.


Nancy J. Karnavicius, Registered Agent

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