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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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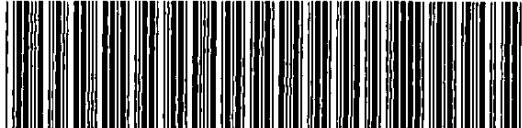
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
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J. BRYAN

JAN 29 2008

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Prime Income Properties, 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:

John S. Keller, II
(Name of Person)

Prime Income Properties, LLC
(Firm/Company)

2317 Belleair Road
(Address)

Clearwater, FL 33764
(City/State and Zip Code)

For further information concerning this matter, please call:

John S. Keller, II at (727) 656-1300
(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

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

FILED
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DIVISION OF CORPORATIONS
08 JAN 28 PM 4:14

Prime Income Properties, LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 07/07/2007 and assigned Florida document number L07000070613.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: John S. Keller, II

New Registered Office Address: 2317 Belleair Road
(Enter Florida street address)

Clearwater, Florida 33764
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(If Changing Registered Agent, Signature of New Registered Agent)

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGMR	Brian R. Keller	702 Citrus Court Largo, FL 33770	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
MGMR	John S. Keller, II	2317 Belleair Road Clearwater, FL 33764	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

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Dated December 17, _____, 2007



 Signature of a member or authorized representative of a member

John S. Keller, II

 Typed or printed name of signee