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**ELLSWORTH PROPERTY HOLDINGS, LLC**

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**ARTICLES OF AMENDMENT  
 TO  
 ARTICLES OF ORGANIZATION  
 OF  
 ELLSWORTH PROPERTY HOLDINGS, 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 **ELLSWORTH PROPERTY HOLDINGS, LLC**, a Florida limited liability company ("the Company") originally filed with the Secretary of State, State of Florida, on July 19, 2007 was adopted to read as follows:

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of the Company is **ELLSWORTH PROPERTY HOLDINGS, LLC**, and its principal office and mailing address shall be 931 Cardigan Lane, Palm Harbor, Florida 34683.

**ARTICLE 4: REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Company is located at 931 Cardigan Lane, Palm Harbor, Florida 34683 and the name of the registered agent is Todd Clark.

**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:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Todd Clark	931 Cardigan Lane, Palm Harbor, Florida 34683.

1. **Effective Date** The Amendment shall become effective on November 13<sup>th</sup>, 2007.

Dated this 7<sup>th</sup> day of November, 2007

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

By:   
 Frank J. Beebe, as President

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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 ELLSWORTH PROPERTY HOLDINGS, 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 8<sup>th</sup> day of November, 2007.

  
\_\_\_\_\_  
Todd Clark, Registered Agent

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