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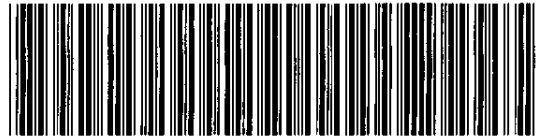
Special Instructions to Filing Officer:

L. SELLERS

APR - 8 2008

EXAMINER

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2009 APR - 7 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JARED AND BRUNSON
ATTORNEYS AT LAW
P.O. Box 358 • 130 North Factory
Elba, Alabama 36323

DEBBIE LINDSEY JARED
JOHN MICHAEL JARED, SR. (RETIRED)
CHARLES MATTHEW BRUNSON

TELEPHONE: 334/897-3507
FAX: 334/897-8550

April 1, 2008

Department of State
Division of Corporations
Clifton Bldg.
2661 Executive Center Cir.
Tallahassee, FL 32301

RE: Filing

Dear Sir or Madam,

Enclosed please find the original Amendment to the Articles of Organization of Country Lifestyles Group, L.L.C. and Amendment to the Articles of Organization of Country Adventures Network, L.L.C. (Florida). Please kindly record same and return the original to my office in the self addressed stamped envelope.

If you have any questions or need anything further please do not hesitate to contact my office.

Sincerely,


Charles M. Brunson

CMB/vmm

Enclosure

STATE OF FLORIDA

LEON COUNTY

)
)
)

AMENDMENT
TO THE ARTICLES OF ORGANIZATION
OF COUNTRY ADVENTURES NETWORK, L.L.C. (FLORIDA)

THIS AMENDMENT to the Articles of Organization of COUNTRY ADVENTURES NETWORK, L.L.C. ("Articles"), a Florida Limited Liability Company, is made and entered into by the written consent of a majority of all the Members as required by Operating Agreement of Country Adventures Network, A Florida Limited Liability Company, ("Operating Agreement"). (In that Country Adventures Network, LLC (Florida) is owned by Country Lifestyles Group, LLC, any and all covenants contained in the Operating Agreement of Country Lifestyles Group, A Florida Limited Liability Company, are applicable to Country Adventures Network, LLC (Florida.) The required written consent of a majority of all the Members is evidenced and proven by the Written Resolutions Of A Majority Of All Members Of Country Adventures Network, L.L.C. and the three Assignments And Redemptions of Membership Interest of Country Adventures Network, L.L.C. (Florida) attached hereto as "Exhibit A," "Exhibit B," "Exhibit C," and "Exhibit D."

WITNESSETH:

WHEREAS, all the Members desire to amend the Articles of Organization of Country Adventures Network, L.L.C. (Florida) ("CAN-FL") in order to remove certain initial Members of the company and redeem their membership interests, along with removing all rights, responsibilities and obligations of these Members as stipulated in both the Articles and the Operating Agreement, including but not limited to, the Non-Compete Clause established in Article VI, Section 25, of the Operating Agreement; and

NOW, THEREFORE, pursuant to Article V, Section 20, of the Operating Agreement of CAN-FL, the undersigned do hereby certify as follows:

1. The name of the company is currently COUNTRY ADVENTURES NETWORK, L.L.C. (FLORIDA).

2. CAN-FL was initially formed on or about August 27, 2007, upon the filing of the Articles of Organization with the Office of the Secretary of State for the State of Florida and further identified as L07000087593.

3. The Articles of Organization of CAN-FL and its Operating Agreement are hereby amended in the following respects and will be filed in the Office of the Secretary of State for the State of Florida:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(a) The following individuals shall be forever disassociated and removed as Members, officers, managers or any other representative or owner of CAN-FL. These individuals are as follows:

Rusty Faulk
624 Reid Loop
Luverne, AL 36049

Merrill Sport
249 East First Ext.
Luverne, AL 36049

Richard Peoples
138 Lakeside Drive
Kennesaw, GA 30144

(b) Rusty Faulk, Merrill Sport and Richard Peoples will no longer own a percentage interest in CAN-FL. These assigned and redeemed interests that are evidenced in Exhibits "B," "C," and "D" attached hereto, are as follows:


<u>Initial Members</u>	<u>Percentage Interest in LLC</u>
Rusty Faulk	21%
Merrill Sport	20%
Richard Peoples	4%

4. Any and all information pertaining to Members found in said Articles or the Operating Agreement, including but not limited to, the Non-Compete Clause found in Article VI, Section 25, of the Operating Agreement, shall no longer be applicable to Rusty Faulk, Merrill Sport and Richard Peoples.

5. Except as herein and hereby amended, modified or changed, all items and provisions of CAN-FL's Articles of Organization and Operating Agreement shall continue in full force and effect according to the terms thereof.

IN WITNESS WHEREOF, the undersigned have both executed this Amendment and stipulated that the undersigned constitute a majority of all of the Members of CAN-FL on this 26 day of ~~February~~ March 2008.

MAJORITY OF MEMBERS:


RUSTY FAULK

STATE OF
COUNTY OF

Alabama
Crawford

2008 APR - 7 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

I, Michael E. Jones, Notary Public in and for said County in said state, hereby certify that Riesly Fanelle, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this 14th day of February, 2008.

SEAL

Notary Public

Print Name: Michael E. Jones

My Commission Expires: 7-23-10

Commission Number: _____

DAVID HARRISON

STATE OF Alabama
COUNTY OF Coffee

I, Vicky M. Morgan, Notary Public in and for said County in said state, hereby certify that David Harrison, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this 26th day of March, 2008.

SEAL

Notary Public

Print Name: Vicky M. Morgan

My Commission Expires: 5/21/11

Commission Number: _____

KELLY BAXTER

STATE OF Alabama
COUNTY OF Coffee

I, Vicky M. Morgan, Notary Public in and for said County in said state, hereby certify that Kelly Baxter, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Given under my hand and official seal, this 26th day of March 2008.

SEAL

Vicky M. Minger
Notary Public
Print Name: Vicky M. Minger
My Commission Expires: 5/21/11
Commission Number: _____

DALE FOLMAR

STATE OF Alabama
COUNTY OF Coffee

I, Vicky M. Minger, Notary Public in and for said County in said state, hereby certify that DALE FOLMAR, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this 26th day of March 2008.

SEAL

Vicky M. Minger
Notary Public
Print Name: Vicky M. Minger
My Commission Expires: 5/21/11
Commission Number: _____

This document is prepared by:

Leah C. Brook, Attorney at Law
252 Larkin Road, P.O. Box 648
Elba, AL 36323
(334) 897-0165

FILED
2008 APR -7 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

WRITTEN RESOLUTIONS OF A MAJORITY OF ALL MEMBERS OF
COUNTRY ADVENTURES NETWORK, L.L.C. (FLORIDA)

March
~~February~~ 26, 2008

The undersigned, being a majority of all the Members of **COUNTRY ADVENTURES NETWORK, L.L.C.**, a Florida limited liability company (the "Company"), after good faith negotiations and deliberations, do hereby adopt the following resolutions for and on behalf of the Company and themselves individually:

BE IT RESOLVED, That the purpose of this resolution is to formally disassociate and remove Rusty Faulk, Merrill Sport and Richard Peoples as Members of Company, effective immediately upon the date of this resolution.

BE IT RESOLVED, That upon their removal as Members, Rusty Faulk, Merrill Sport and Richard Peoples, will no longer share in the rights, obligations, assets or liabilities of the Company that are listed in the Articles of Organization of Country Adventures Network, L.L.C., (Florida) ("Articles of Organization") filed on or about August 27, 2007, in the Office of the Secretary of State for the State of Florida and further identified as L07000087593, the Operating Agreement for said Company or any documents or resolutions in relation thereto.

BE IT RESOLVED, That upon their removal as Members, Rusty Faulk, Merrill Sport and Richard Peoples, will no longer be bound by the covenants of the Articles of Organization or the Operating Agreement, including but not limited to, the Non-Compete Clause contained therein.

BE IT RESOLVED, That upon their removal as Members, Rusty Faulk, Merrill Sport and Richard Peoples, will assign all their membership interests in Company and

Company will redeem such interests. Therefore, Rustly Faulk will assign and the Company will redeem Faulk's twenty-one percent (21%) membership interest. Merrill Sport will assign and the Company will redeem Sport's twenty percent (20%) membership interest. Lastly, Richard Peoples will assign and the Company will redeem Peoples' four percent (4%) membership interest.

BE IT RESOLVED, That any provisions in the Articles of Organization, Operating Agreement or any Amendments to either said document that are not consistent with the foregoing Resolutions are hereby amended to be consistent with these Resolutions.

BE IT FURTHER RESOLVED, That this agreement may be executed in any number of counterparts and all such counterparts will be deemed an original and for all purposes constitute one agreement binding on the parties hereto.

These Written Resolutions are hereby adopted and approved by a majority of all Members of the Company. These Written Resolutions shall be incorporated into the Amendment To The Articles Of Organization of Country Adventures Network, L.L.C.

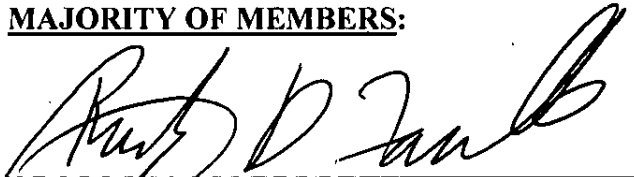
(Florida), as Exhibit "A," and the actions taken herein shall be fully effective on ^{March}~~February~~

26, 2008.

IN WITNESS WHEREOF, the undersigned have executed these Written Resolutions and stipulated that the signatures below constitute a majority of all the Members of Company, as of the day and year first above written.

SIGNATURES APPEAR ON THE FOLLOWING PAGES

MAJORITY OF MEMBERS:




RUSTY FAULK

STATE OF Alabama
COUNTY OF Crenshaw

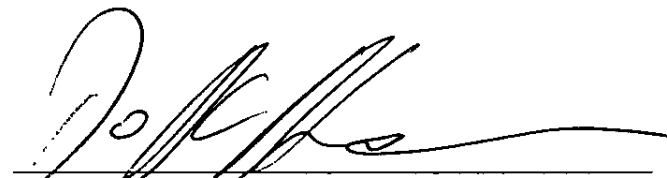
I, Michael E. Jones, Notary Public in and for said
County in said state, hereby certify that Rusty Faulk,
whose name is signed to the foregoing instrument and who is known to me,
acknowledged before me on this day that, being informed of the contents of said
instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this 14th day of February
2008.

SEAL



Notary Public
Print Name: Michael E. Jones
My Commission Expires: 7-23-10
Commission Number: _____



DAVID HARRISON

STATE OF Alabama
COUNTY OF Coffee

I, Willy M. Morgan, Notary Public in and for said
County in said state, hereby certify that David Harrison,
whose name is signed to the foregoing instrument and who is known to me,
acknowledged before me on this day that, being informed of the contents of said
instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this 26th day of March
2008.

SEAL

Vicky M. Morgan
Notary Public
Print Name: Vicky M. Morgan
My Commission Expires: 5/21/11
Commission Number: _____

Kelly Baxter
KELLY BAXTER

STATE OF Alabama
COUNTY OF Coffee

I, Vicky M. Morgan, Notary Public in and for said
County in said state, hereby certify that Kelly Baxter,
whose name is signed to the foregoing instrument and who is known to me,
acknowledged before me on this day that, being informed of the contents of said
instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this 26th day of March
2008.

SEAL

Vicky M. Morgan
Notary Public
Print Name: Vicky M. Morgan
My Commission Expires: 5/21/11
Commission Number: _____

Dale Folmar
DALE FOLMAR

STATE OF Alabama
COUNTY OF Coffee

I, Vicky M. Morgan, Notary Public in and for said
County in said state, hereby certify that Dale Folmar,
whose name is signed to the foregoing instrument and who is known to me,
acknowledged before me on this day that, being informed of the contents of said
instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this 26th day of March
2008.

SEAL

Vicky M. Morgan
Notary Public
Print Name: Vicky M. Morgan
My Commission Expires: 5/21/11
Commission Number: _____

This document is prepared by:
Leah C. Brook, Attorney at Law
252 Larkin Road, P.O. Box 648
Elba, AL 36323
(334) 897-0165

EXHIBIT "B"

ASSIGNMENT AND REDEMPTION OF
MEMBERSHIP INTEREST OF
COUNTRY ADVENTURES NETWORK, L.L.C. (FLORIDA)

This Assignment and Redemption of Membership Interest is made and entered into on this 26 day of ^{March}~~February~~ 2008, by and between **RUSTY FAULK**, a resident of Alabama ("Assignor"), and **COUNTRY ADVENTURES NETWORK, L.L.C.**, a Florida limited liability company (the "Assignee").

WITNESSETH

WHEREAS, Assignor owns twenty-one percent (21%) Membership Interest ("Percentage Interest") in **COUNTRY ADVENTURES NETWORK, L.L.C.**, a Florida limited liability company (the "Company"), whose Articles of Organization were filed in the Office of the Secretary of State for the State of Florida, on or about August 27, 2007, and is identified as L07000087593;

WHEREAS, for good and valuable consideration, Assignor desires to assign and Assignee desires to redeem Assignor's entire Percentage Interest in the Company which constitutes a twenty-one percent (21%) interest in the Company;

WHEREAS, the Assignment and Redemption is approved by a majority of all the Members of the Company, as reflected by that certain Written Resolution Of A Majority Of All Members Of Country Adventures Network, L.L.C., (Florida) dated ^{March}~~February~~ 26, 2008.

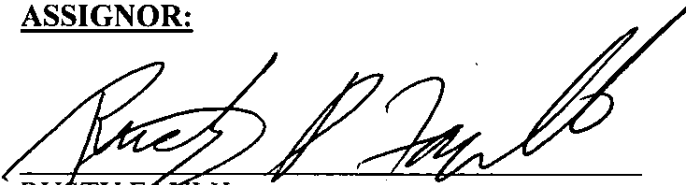
NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, Assignor does hereby assign, convey and set over and Company does

hereby redeem twenty-one percent (21%) of Assignor's twenty-one percent (21%)
Percentage Interest in the Company.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and
seals to this Assignment and Redemption of Membership Interest in COUNTRY
ADVENTURES NETWORK, L.L.C., (FLORIDA) as of the day and year first written
above.

This Assignment and Redemption of Membership Interest may be executed in any
number of counterparts and all of such counterparts shall be deemed an original and for
all purposes constitute one agreement binding on the parties hereto.

ASSIGNOR:



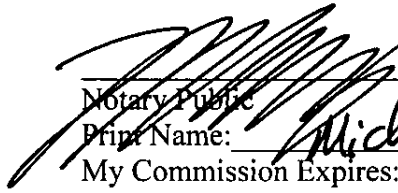
RUSTY FAULK

STATE OF Alabama
COUNTY OF Crenshaw

I, Michael E. Jones, Notary Public in and for said
County in said state, hereby certify that Rusty Faulk,
whose name is signed to the foregoing instrument and who is known to me,
acknowledged before me on this day that, being informed of the contents of said
instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this 14th day of February
2008.

SEAL



Notary Public
Print Name: Michael E. Jones
My Commission Expires: 7-23-10
Commission Number: _____

ASSIGNEE:

COUNTRY ADVENTURES NETWORK, L.L.C. (FLORIDA)

By: 

Print Name: David K. Harrison

Its: _____

STATE OF Alabama
COUNTY OF Coffee

I, Vicky M. Morgan, Notary Public in and for said County in said state, hereby certify that David K. Harrison, as an authorized representative of Country Adventures Network, L.L.C. (Florida) having full authority to execute said document, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this 26th day of March 2008.

SEAL

Vicky M. Morgan
Notary Public
Print Name: Vicky M. Morgan
My Commission Expires: 5/21/11
Commission Number: _____

EXHIBIT "C"

ASSIGNMENT AND REDEMPTION OF

MEMBERSHIP INTEREST OF

COUNTRY ADVENTURES NETWORK, L.L.C. (FLORIDA)

This Assignment and Redemption of Membership Interest is made and entered into on this 26 day of ~~February~~ ^{March} 2008, by and between **MERRILL SPORT**, a resident of Alabama ("Assignor"), and **COUNTRY ADVENTURES NETWORK, L.L.C.**, a Florida limited liability company (the "Assignee").

WITNESSETH

WHEREAS, Assignor owns twenty percent (20%) Membership Interest ("Percentage Interest") in **COUNTRY ADVENTURES NETWORK, L.L.C.**, a Florida limited liability company (the "Company"), whose Articles of Organization were filed in the Office of the Secretary of State for the State of Florida, on or about August 27, 2007, and is identified as L07000087593;

WHEREAS, for good and valuable consideration, Assignor desires to assign and Assignee desires to redeem Assignor's entire Percentage Interest in the Company which constitutes a twenty percent (20%) interest in the Company;

WHEREAS, the Assignment and Redemption is approved by a majority of all the Members of the Company, as reflected by that certain Written Resolution Of A Majority Of All Members Of Country Adventures Network, L.L.C., (Florida) dated ~~February~~ ^{March} 26, 2008.

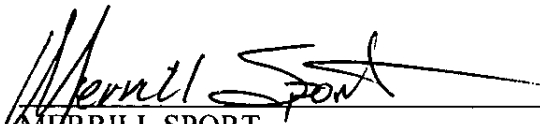
NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, Assignor does hereby assign, convey and set over and Company does

hereby redeem twenty percent (20%) of Assignor's twenty percent (20%) Percentage Interest in the Company.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to this Assignment and Redemption of Membership Interest in COUNTRY ADVENTURES NETWORK, L.L.C., (FLORIDA) as of the day and year first written above.

This Assignment and Redemption of Membership Interest may be executed in any number of counterparts and all of such counterparts shall be deemed an original and for all purposes constitute one agreement binding on the parties hereto.

ASSIGNOR:

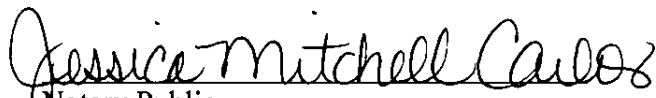

MERRILL SPORT

STATE OF Alabama
COUNTY OF Crenshaw

I, Jessica Mitchell Carlos, Notary Public in and for said County in said state, hereby certify that Merrill Sport, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this 20th day of February 2008.

SEAL


Notary Public
Print Name: Jessica Mitchell Carlos
My Commission Expires: 9-13-2011
Commission Number: _____

ASSIGNEE:

COUNTRY ADVENTURES NETWORK, L.L.C. (FLORIDA)

By: 

Print Name: David K. Harrison

Its: _____

STATE OF Alabama
COUNTY OF Coffee

I, Vicky M. Morgan, Notary Public in and for said
County in said state, hereby certify that David K. Harrison, as
an authorized representative of Country Adventures Network, L.L.C. (Florida) having
full authority to execute said document, whose name is signed to the foregoing
instrument and who is known to me, acknowledged before me on this day that, being
informed of the contents of said instrument, he has executed same voluntarily on this
date.

Given under my hand and official seal, this 26th day of March
2008.

SEAL

Vicky M. Morgan
Notary Public
Print Name: Vicky M. Morgan
My Commission Expires: 5/21/11
Commission Number: _____

EXHIBIT "D"

ASSIGNMENT AND REDEMPTION OF
MEMBERSHIP INTEREST OF
COUNTRY ADVENTURES NETWORK, L.L.C. (FLORIDA)

This Assignment and Redemption of Membership Interest is made and entered into on this 26th day of ~~February~~^{March} 2008, by and between **RICHARD PEOPLES**, a resident of Georgia (the "Assignor"), and **COUNTRY ADVENTURES NETWORK, L.L.C.**, a Florida limited liability company (the "Assignee").

WITNESSETH

WHEREAS, Assignor owns four percent (4%) Membership Interest ("Percentage Interest") in COUNTRY ADVENTURES NETWORK, L.L.C., a Florida limited liability company (the "Company"), whose Articles of Organization were filed in the Office of the Secretary of State for the State of Florida, on or about August 27, 2007, and is identified as L07000087593;

WHEREAS, for good and valuable consideration, Assignor desires to assign and Assignee desires to redeem Assignor's entire Percentage Interest in the Company which constitutes a four percent (4%) interest in the Company;

WHEREAS, the Assignment and Redemption is approved by a majority of all the Members of the Company, as reflected by that certain Written Resolution Of A Majority Of All Members Of Country Adventures Network, L.L.C., (Florida) dated ~~February~~^{March} 26, 2008.


NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, Assignor does hereby assign, convey and set over and Company does

hereby redeem four percent (4%) of Assignor's four percent (4%) Percentage Interest in the Company.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to this Assignment and Redemption of Membership Interest in COUNTRY ADVENTURES NETWORK, L.L.C., (FLORIDA) as of the day and year first written above.

This Assignment and Redemption of Membership Interest may be executed in any number of counterparts and all of such counterparts shall be deemed an original and for all purposes constitute one agreement binding on the parties hereto.

ASSIGNOR:



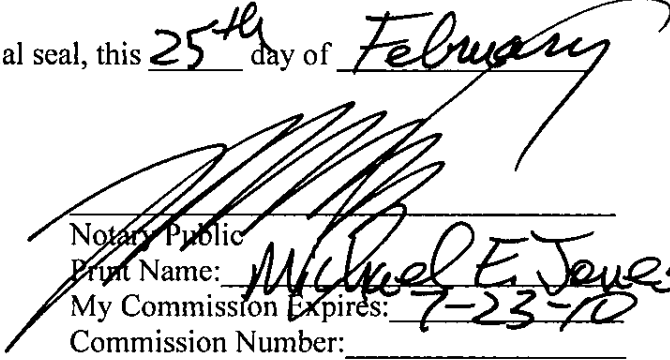
RICHARD PEOPLES

STATE OF Alabama
COUNTY OF Crenshaw

I, Michael E. Jones, Notary Public in and for said County in said state, hereby certify that Richard Peoples, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this 25th day of February, 2008.

SEAL



Notary Public
Print Name: Michael E. Jones
My Commission Expires: 7-23-10
Commission Number: _____

ASSIGNEE:

COUNTRY ADVENTURES NETWORK, L.L.C. (FLORIDA)

By: 

Print Name: David K. Harrison

Its: _____

STATE OF Alabama

COUNTY OF Coffee

I, Vicky M. Morgan, Notary Public in and for said County in said state, hereby certify that David K. Harrison, as an authorized representative of Country Adventures Network, L.L.C. (Florida) having full authority to execute said document, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this 26th day of March 2008.

SEAL

Vicky M. Morgan
Notary Public
Print Name: Vicky M. Morgan
My Commission Expires: 5/21/11
Commission Number: _____