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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

BOMBSHELL ENTERPRISES, LLC

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EXAMINER

ARTICLES OF AMENDMENT
TO THE ARTICLES OF ORGANIZATION OF
BARTENDING BOMBSHELLS, LLC

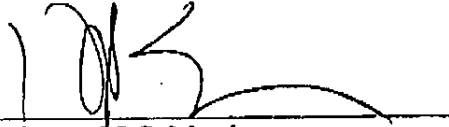
- FIRST: The Articles of Organization were filed on November 6, 2008.
- SECOND: The following amendment to the Articles of Organization was adopted by the Members of the limited liability company by Consent dated November 21, 2008 (indicated articles being amended):

ARTICLE V
MANAGEMENT

The Company is to be a Manager-Managed company and the name and address of the elected Manager who shall serve as Manager until the first annual meeting or until its successor is chosen is:

St. Andrews, LLC
4121 Roberts Point Road
Sarasota, Florida 34242

Dated effective as of November 21, 2008.



St. Andrews, LLC, Member



Lindsay Matway

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CONSENT TO ACTIONS TAKEN WITHOUT A MEETING
OF THE MEMBERS OF
BOMBSHELL ENTERPRISES, LLC

WHEREAS, the undersigned are all of the Members on records of Bombshell Enterprises, LLC;

WHEREAS, the Members do hereby wish to Amend the Articles of Organization to make St. Andrews, LLC the Manager;

NOW, THEREFORE, the undersigned, being all of the Members of the Company, in accordance with Section 608.4231(8) of the Florida Limited Liability Company Act relating to actions taken without a meeting, hereby consent to the following actions by the Members of the Company:

RESOLVE, the Manager/Members hereby elect to Amend the Articles of Organization as follows:

ARTICLE V
MANAGEMENT

The Company is to be a Manager-Managed company and the name and address of the elected Manager who shall serve as Manager until the first annual meeting or until its successor is chosen is:

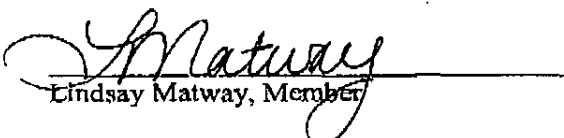
St. Andrews, LLC
4121 Roberts Point Road
Sarasota, Florida 34242

RESOLVE, this action by written consent of the Manager/Members of the Company shall be in lieu of a meeting of the Manager/Members of the Company.

Dated effective as of November 21, 2008.

BOMBSHELL ENTERPRISES, LLC


St. Andrews, LLC, Member


Lindsay Matway, Member

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