

Division of Corporations

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L09000044703

Florida Department of State
Division of Corporations
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L. SELLERS

JUN - 3 2009

EXAMINER

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : ALVEREZ & CARBONELL, P.L.
Account Number : I20070000029
Phone : (305) 444-5885
Fax Number : (305) 444-8986

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN**UPGRADE ENTERTAINMENT, LLC**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA**FILED**

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Upgrade Entertainment, 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 05/07/2009 and assigned
Florida document number L09000044703.

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."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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:

New Registered Office Address:

Enter Florida street address

City

Florida

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

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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>
MGR	Zachary Thorne	2330 Ponce de Leon Blvd Suite 201 Coral Gables, FL 33134	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGR	Adrianna Thorne	2330 Ponce de Leon Blvd Suite 201 Coral Gables, FL 33134	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
MGRM	Ana Perla Antonieta de Campos	Amatenango #30 Col. Lomas Hidalgo DE 14240 MX	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGRM	Perla Maria Machaen	Amatenango #30 Col. Lomas Hidalgo DE 14240 MX	<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

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

Dated June 03, 2009

Signature of a member or authorized representative of a member

ANA PERLA ANTONIETA DE CAMPOS

Typed or printed name of signee

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