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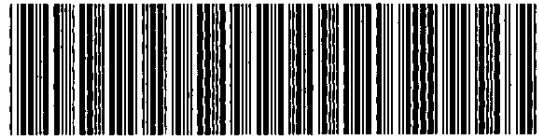
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

MAY 18 2010

EXAMINER

**ARTICLES OF AMENDMENT
to
ARTICLES OF ORGANIZATION**

The articles of Organization for **PRYOR & PRYOR-CARTER PROPERTIES, LLC.** were filed on August 31, 2009 and assigned Florida document # L09000084337.

This amendment is submitted to amend the following:

1. Joanne Pryor-Carter is still a remaining managing member. Her address is 4212 Harvest Hill Road in Carrollton, Texas 75010-4111.
2. Bessie S. Pryor is a new member and manager. Her address is 8216 Hollyridge Rd. in Jacksonville, Fl. 32256.
3. The ownership percentages are equal as to both members

All other matters are to remain the same.

Joanne Pryor-Carter Managing Member
Joanne Pryor-Carter

Bessie S. Pryor Managing Member
Bessie S. Pryor

date: 5/7/3 2010.

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