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CARLTON FIELDS

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L10000093002

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EXAMINER

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
BAY HARBOUR VENTURES, LLC**

The undersigned, being the Manager of Bay Harbour Ventures, LLC, a Florida limited liability company (the "Company") organized and existing under and by virtue of the Florida Limited Liability Company Act (the "Act"), does hereby certify:

1. The Articles of Organization of Bay Harbour Ventures, LLC were filed on September 3, 2010 and assigned document number L10000093002;
2. Article 1 of the Articles of Organization of the Company is hereby deleted in its entirety and amended to read as follows:

"ARTICLE 1. NAME

The name of the limited liability company is American Vapor, LLC (the "Company")."

3. The foregoing amendment was approved by the written consent of the Manager of the Company, in accordance with the Act and the Company's Operating Agreement, on June 6, 2011.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 6th day of June, 2011.

By: 

Daniel Estlick, Manager