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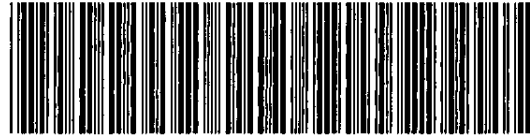
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TALLAHASSEE, FLORIDA

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February 24, 2012

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: 48 Hour Energy, LLC

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Amendment for the above company, together with our firm's checks in the total amount of \$35.00 representing your filing fee. If all is in order, kindly file the Articles and return a copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,

Karolyn Sheekey
encl.

**ARTICLES OF AMENDMENT
OF ARTICLES OF ORGANIZATION OF
48 HOUR ENERGY, LLC**

Pursuant to the provisions of Florida Statute 608.411 of the Florida Limited Liability Act, the undersigned Company adopts the following Articles of Amendment of its Articles of Organization:

- FIRST: The name of the limited liability company is: 48 HOUR ENERGY, LLC
- SECOND: The date of filing of the Articles of Organization was: February 10, 2012
- THIRD: The Articles of Organization of 48 HOUR ENERGY, LLC are hereby amended as follows:

ARTICLE I - NAME

The name of this company shall be 48 HOUR ENERGY, LLC ("Company").

ARTICLE II - DURATION\CONTINUATION

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of its original Articles of Organization by the Department of State of the State of Florida.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The street and mailing address is 160 Cypress Point Parkway, Suite B202. Palm Coast, FL 32164.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this company is as follows: Michael D. Chiumento III, Esquire, Chiumento Selis Dwyer, PL, 145 City Place, Suite 301, Palm Coast, FL 32164.

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS &
TRANSFER OF MEMBERS INTEREST**

The Company shall admit new members only upon the majority written consent of all then existing voting members of the Company.

The interest of a member in the Company may be transferred or assigned only upon the majority written consent of all then existing voting members of the Company.

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ARTICLE VI – MEMBERS INTERESTS

The Company is authorized to issue both voting and non-voting membership interests. All membership interests shall be identical in all respects except the non-voting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted non-voting membership interests pursuant to Chapter 608, Florida Statutes.

ARTICLE VII - MANAGEMENT

The business of the Company shall be managed by the members and the names and addresses of the managing members are:

<u>Name</u>	<u>Address</u>
John Burns	44 Port Royal Drive Palm Coast, FL 32164
Alina Pekarsky	160 Cypress Point Parkway Suite B202 Palm Coast, FL 32164

The management and control of the Company shall be vested in its members unless and until a manager is elected by a majority of members.

ARTICLE VIII - AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX - INDEMNIFICATION

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company (AIndemnitee@), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and

authority conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member of officer existing at the time of such repeal or amendment.

ARTICLE X – ADOPTION OF OPERATING AGREEMENT

The Company may adopt an Operating Agreement for the Company, which Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Florida Statutes.

ARTICLE XI - INFORMAL ACTION OF MEMBERS

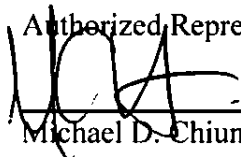
Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

The foregoing Amendment was adopted by the members of the Company on this 24th day of February, 2012.

The aforesaid Amendment to the Articles of Organization of 48 HOUR ENERGY, LLC shall become effective upon filing of this Amendment with the Department of State.

DATED: February 24, 2012

Authorized Representative of a Member



Michael D. Chiumento III