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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sunbelt-RDF, LLC

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Myra S. Shipes

Name of Person

Farmer, Price, Hornsby & Weatherford LLP

Firm/Company

100 Adris Place

Address

Dothan, Alabama 36303

City/State and Zip Code

sharon@lbaproproperties.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Myra S. Shipes

Name of Person

at (334) 793-2424

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**FIRST AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
SUNBELT-RDF, LLC**

L12000041677

The First Amendment to the Articles of Organization of Sunbelt-RDF, LLC, a Florida limited liability company (the "**First Amendment**"), is made and entered into by and among the undersigned, being all of the Members of Sunbelt-RDF, LLC (hereinafter singularly referred to as "Member" and collectively as "Members").

The undersigned, being all the Members of Sunbelt-RDF, LLC (the "**Company**"), do hereby declare that on the 19th day of Oct, 2012 the Members of the Company did adopt the following amendment to the Articles of Organization of the Company:

1. Article V Management is hereby deleted in its entirety and in lieu thereof the following is added:

**ARTICLE VI
Management**

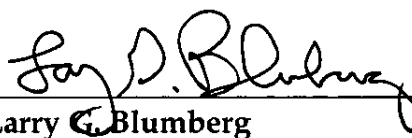
The Managers of the Company shall be either Larry G. Blumberg or Hayne Hollis either of whom shall have the authority to enter into contracts, agreements, deeds, notes, mortgage, etc. on behalf of the Company and to make such other business decisions obligating the Company to act or refrain from acting. The Members hereby empower either Manager to act on behalf of the Company or to act jointly on behalf of the company and each shall serve until their successors are elected and begin serving. The mailing addresses of the Managers of the Company are:

Larry G. Blumberg
Post Office Box 5566
Dothan, Alabama 36302

Hayne Hollis
Post Office Box 1530
Dothan, Alabama 36302

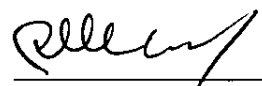
Dated this the 19th day of Oct, 2012.

MEMBERS:

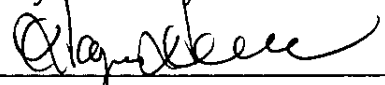

Larry G. Blumberg

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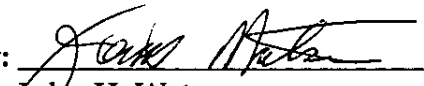


Barry Kraselsky



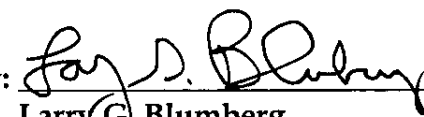
Hayne Hollis

Watson & Downs Investments, LLC

By: 

John H. Watson
Its: Manager

Blumberg Family - E&M, LLC

By: 

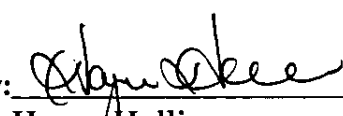
Larry G. Blumberg
Its: Manager

Blumberg Futures, LLC

By: 

Larry G. Blumberg
Its: Manager

Hollis & Spann Futures, LLC

By: 

Hayne Hollis
Its: Manager

Prepared by:
Edward M. Price, Jr., Esq.
Florida License No. 207551
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