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HARRY K. BENDER
GEORGE C. BENDER
JAMES R. CHANDLER, III

REPLY TO: _____

April 8, 1997

Secretary of State of Florida
409 E. Gaines Street
Tallahassee, Florida 32399

Sarasota
97 APR 15 PM 1:49
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Filing Amended Articles of Organization of
ÉLAN SHOES, L.C.

800002143928--8
-04/15/97--01082--004
***105.00 ***105.00

Ladies/Gentlemen:

Enclosed herewith please find the original Certificate of Amendment to Articles of Organization of ÉLAN SHOES, L.C. for purposes of filing with your office. Also enclosed is a duplicate copy of such Certificate of Amendment together with our office check in the amount of \$105.00 for the \$52.50 filing fee and the \$52.50 for an optional certified copy.

If you should have any questions or comments concerning the foregoing, please contact the undersigned at the above telephone number.

Sincerely yours,

James Chandler III

James R. Chandler, III

JRC:il
Enclosures

V8 APR 21 1997

N/c

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

FILED
97 APR 15 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ELAN SHOES, L.C.
(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was November 22, 1996

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

ARTICLE I

LIMITED LIABILITY COMPANY NAME

The name of this limited liability company shall be:

WELL-HEELED, L.C.

Dated April 8, , 19 97 .


Signature of a member or authorized representative of a member

KATHERINE C. STEWART

Typed or printed name of person signing