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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ABSOLUTE DIRT, L.L.C.**

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Pursuant to the provisions of Chapter 608 of the Florida Statutes, the undersigned hereby declares the following amendment to the following Articles of the Articles of Organization of ABSOLUTE DIRT, L.L.C., a Florida limited liability company ("the Company") originally filed with the Secretary of State, State of Florida, on March 10, 1997 was adopted to read as follows:

"ARTICLE VIII: MANAGEMENT BY NON-MEMBERS"

This limited liability company shall be managed by non-members who are:

Janeen Patten, and
Lisa Armes"

This Amendment shall become effective on 11/28 2007, the date of filing with the Florida Secretary of State.

Dated this 11 day of November, 2007

Frank Cipolla
Frank Cipolla, Member

Diane Cipolla
Diane Cipolla, Member

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