

GOUZE & ASSOCIATES, P.A.

Barron Tower
200 Central Avenue
Suite 2210
St. Petersburg, FL 33701

Phone: (813) 823-0997

Fax: (813) 823-6991

Catherine E. Gouze

Also Admitted in Wisconsin

September 28, 1998

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-10/02/98--01071--003
*****302.50 *****52.50

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

RE: Flambeau, LLC

Dear Clerk:

Enclosed herewith please find our firm's trust account check in the amount of \$302.50 to cover filing of the following enclosed documents:

1. Amendment to Articles of Organization;
2. Affidavit of Membership and Contribution

Please file at your earliest convenience and return to me. If you have any questions, please call me at (813) 823-0997.

Sincerely,

L98-845

Catherine E. Gouze

Name	Catherine E. Gouze
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledged	
W. P. Verifier	

CEG/mjg
Enclosures

FILED
9/29/98 - 2 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ff \$52.50

AMENDMENT TO ARTICLES OF ORGANIZATION

FOR FLAMBEAU, LLC

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the undersigned, who are all the members of Flambeau, LLC, amend the articles of organization of the limited liability company originally filed with the Secretary of State of Florida on June 23, 1998, as follows:

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5931 Fruitville Road
Sarasota, FL 33601

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A Member's interest in the Limited Liability Company may not be sold or otherwise transferred except pursuant to the Regulations.

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On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any event that

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The following signatures may be made in counterparts.

Alexander Samardzich
Alexander Samardzich

William Rands

Stewart Lemke
Pipestone, LLC

Doris Lemke

By: _____
Print Name: _____
Its: _____

Victor Macaruso

Warren Holzem

Karen Holzem

Michael V. Salm

James Edwards

John Alexander

Virginia Alexander

Linda Barick

Brad Barick

William Abbing

Ernest Gerber

Kristina Novakovich

Hans Haugen

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TALLAHASSEE, FLORIDA

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Snowflakes Management, LLC

By: _____
Print Name: _____
Its: _____

Matt Siegs

Scott Wong

Bruce Nelson

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William Rands

Stewart Lemke

Doris Lemke

Pipestone, LLC

By: Lucius L. Fowler

Print Name: Lucius L. Fowler

Its: Y. J. Free

Victor Macaruso

Warren Holzem

Karen Holzem

Michael V. Salm

James Edwards

John Alexander

Virginia Alexander

Linda Barick

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TALLAHASSEE, FLORIDA

Snowflakes Management, LLC

By: _____
Print Name: _____
Its: _____

Matt Siegs

Scott Wong

Bruce Nelson

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AMENDMENT TO ARTICLES OF ORGANIZATION

FOR FLAMBEAU, LLC

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5931 Fruitville Road
Sarasota, FL 33601

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ARTICLE V - Admission of Additional Members:

Members shall have the right to admit new members in the manner prescribed by and provided in the regulations of this limited liability company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A Member's interest in the Limited Liability Company may not be sold or otherwise transferred except pursuant to the Regulations.

3. Delete present Article 6, MEMBERS RIGHTS TO CONTINUE BUSINESS, and substitute in its place the following:

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Alexander Samardzich

William Rands

Stewart Lemke

Doris Lemke

Pipestone, LLC

By:

Print Name:

Its:

Victor Macaruso

Warren Holzem

Karen Holzem

Michael V. Salm

James Edwards

John Alexander

Virginia Alexander

Linda Barick

Brad Barick

William Abbing

Ernest Gerber

Kristina Novakovich

Hans Haugen

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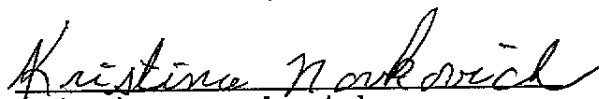
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Snowflakes Management, LLC

By: Michael V. Salm
Print Name: Michael V. Salm
Its: Managing Member

Matt Siegs

Scott Wong

Bruce Nelson

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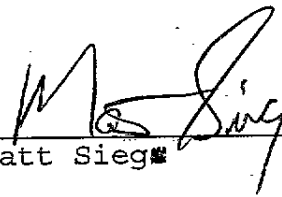
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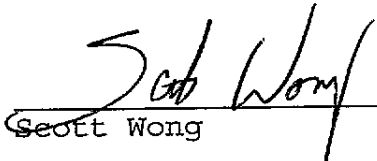
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