

L 9900000552

ROBERT L. SHEARIN ESQ.
Attorney at Law
18 Northeast Second Avenue
Dania, Florida 33004
(954) 921-1523

March 16, 2000

Division of Corporations
Post Office Box 6327
Tallahassee FL 32314

800003181918--0
-03/23/00--01102--004
*****33.75 *****33.75

RE: American Custom Enterprises, LLC

Dear Sir:

Enclosed please find the following for filing:

L 99 352

Amended Articles of Origination (original plus copy)

Check in the amount of \$33.75 for the fee for the filing of amendment, plus cost of one certified copy (\$8.75).

Please return the certified copy to the address which appears above on this letter.

If you have any questions or require anything further in order to complete this filing, please feel free to contact.

Very truly yours,



Robert L. Shearin, Esquire

RLS/eac

Enclosures: As noted above

AMENDED ARTICLES OF ORGANIZATION OF AMERICAN CUSTOM ENTERPRISES, LLC

The undersigned acting as Incorporators of a limited liability company under the Florida Limited Liability Company Act, Chapter 607 of the Florida Statutes does hereby adopt the following Amended Articles of Incorporation:

ARTICLE I

The name of the limited liability company is:

AMERICAN CUSTOM ENTERPRISES, LLC

and the address of the principal office of this limited liability company is 1400 Elizabeth Avenue, West Palm Beach, Florida 33401, and the mailing address is the same.

ARTICLE II

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The duration of this limited liability company is perpetual, unless sooner terminated by the provisions of Article IV hereof.

ARTICLE IV

This limited liability company shall terminate upon the death, retirement, resignation, expulsion, or bankruptcy of a member, or any other event which terminates the continued membership of a member in this limited liability company.

ARTICLE V

The street address of the registered office of this limited liability company is 1400 Elizabeth Avenue, West Palm Beach, Florida 33401 and the name of its initial Registered Agent at that address is Bradley Langmo.

ARTICLE VI

The Articles of Organization may be amended, altered, changed, or repealed by the affirmative vote of a majority of the members, at a members meeting called for that purpose.

ARTICLE VII

The number of Members constituting the initial Membership of this limited liability company is two (2). Additional members may be admitted upon the unanimous consent of the two (2) initial members; thereafter, members may be admitted upon the consent of a majority of the then existing members. The name and address of the initial members are:

<u>Name</u>	<u>Address</u>
Custom T's, Inc.	1400 Elizabeth Avenue West Palm Beach, Florida 33301
LGR Investments Fund LTD	2730 Transit Road West Seneca, New York 14224

ARTICLE VIII

The affairs of this limited liability company are to be managed by a manager, Custom T's, Inc. of 1400 Elizabeth Avenue, West Palm Beach, Florida 33301 who is to serve as the manager until the first annual meeting of the members or until its successor is elected and qualified.

IN WITNESS WHEREOF, the undersigned, being the incorporators named above, for the purpose of forming this limited liability company to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization, declaring and certifying that the facts stated above are true, and hereunto set my hand and seal this ____ day of December, 1999.

LGR INVESTMENTS FUND LTD.

By: [Signature]
Larry Reger, President

CUSTOM T'S INC.

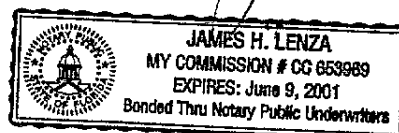
By: [Signature]
Bradley Langmo, President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing Articles of Organization were sworn to and acknowledged before me this ____ Day of December, 1999 by LARRY REGER as President of LGR Investments Fund LTD, and BRADLEY LANGMO as President of Custom T's Inc. who are personally known to me, or who have produced a Florida driver's license as identification.

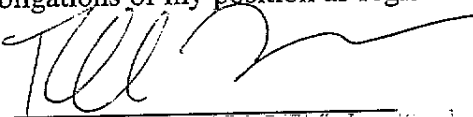
My Commission Expires:

[Signature]
NOTARY PUBLIC



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

I, BRADLEY LANGMO, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



BRADLEY LANGMO

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing document was acknowledged before me this ____ Day of December, 1999, by BRADLEY LANGMO who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

My Commission Expires:

