

KENT HUFFMAN

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May 27, 2000

L99000000577

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

MJH

Re: PALM BEACH ASSET
MANAGEMENT, LLC

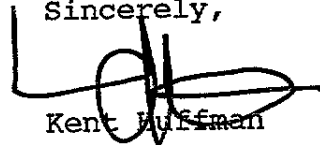
L99000000577

Dear Madam or Sir:

Accompanying this letter you will find Articles of Amendment for the referenced entity, and a check in the amount of \$25.00 to cover the fee for this filing.

Thank you for your assistance and cooperation in this regard.

Sincerely,


Kent Huffman

KH/mac

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00 MAY 25 PM 2:07
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
PALM BEACH ASSET MANAGEMENT, L.L.C.,
A Florida Limited Liability Company**

FIRST: The date of filing of the of organization was: February 2, 1999.

SECOND: The following amendments to the articles of organization were adopted by the limited liability company:

**ARTICLE V
MANAGEMENT**

The company is to be managed by a manager and the name and address of the manager who shall serve as manager until the next annual meeting of the members of the company, or until his successor is chosen and shall have qualified, or until his earlier death, resignation or removal is:

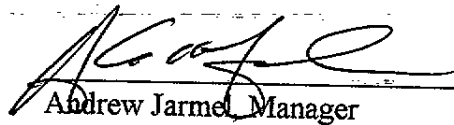
Andrew Jarmel
249 Royal Palm Way, Suite 400
Palm Beach, FL 33480

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 25 PM 2:07

ARTICLE VI
MEMBERSHIP

The above named company has two members. The members are: PATRICE J. NEVERETT and MICHAEL C. BOWEN.

Dated March 15, 1999



Andrew Jarmel, Manager