

May 17, 2002

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

To Whom It May Concern:

This cover letter is one of two pages containing "Articles of Amendment to Articles of Organization" by which Bruce Pooley, Managing Member/Member, is resigning as the Manager and a Member of C.P.R.S. Developments, L.L.C.

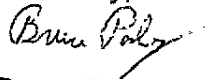
Daytime telephone number and return address is the following:

Bruce Pooley
101 Viking Street
Victoria, TX 77905

Tel. 713-408-1835

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*****25.00 *****25.00

Sincerely,



Bruce Pooley

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02 MAY 14 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L99-1242
JL



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 21, 2002

BRUCE POOLEY
101 VIKING STREET
VICTORIA, TX 77905

SUBJECT: C.P.R.S. DEVELOPMENTS L.L.C.
Ref. Number: L99000001242

We have received your document for C.P.R.S. DEVELOPMENTS L.L.C. and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

The enclosed annual report/uniform business report or reinstatement must be filed and the appropriate fee submitted before your document can be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 902A00016912

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

RESIGNATION OF MEMBER, MANAGING MEMBER OR MANAGER

I, BRUCE POOLEY, hereby resign as MANAGING MEMBER
(Title)

of C.P.R.S. DEVELOPMENTS, L.L.C.
(Limited Liability Company)

a limited liability company organized under the laws of the State of FLORIDA

and affirm that the limited liability company has been notified in writing of the resignation.

Bruce Pooley
(Signature of resigning manager, managing member or member)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 14 AM 9:41

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FILING FEE IS \$25.00

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314