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July 29, 1999

Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32313

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-08/02/99--01155--001
*****35.00 *****35.00

Re: Apple Pie Publishers, LLC

Dear Sir/Madame:

Enclosed please find the Certificate of Amendment of Articles of Organization of Apple Pie Publishers, LLC, together with a check, payable to your order, in the amount of \$35.00, representing the filing fee for this amendment. Also enclosed is a copy of the Certificate of Amendment together with a self-addressed stamped envelope provided for your convenience. Please file the enclosed and return a copy of the filed instrument to this office.

Thank you for your cooperation in this matter.

Sincerely,

Shirley Verna
Shirley Verna, Secretary to
Richard A. Perry

sv
Enclosures

52.50-FF

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DIVISION OF CORPORATIONS
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CERTIFICATE OF AMENDMENT OF
ARTICLES OF ORGANIZATION OF
APPLE PIE PUBLISHERS, LLC

This is to certify that:

FIRST: This Certificate amends the Articles of Organization (the "Articles") of Apple Pie Publishers, LLC.

SECOND: The Articles were filed with the Florida Department of State on June 14, 1999.

THIRD: Article IV, Section 4.2 of the Articles, previously provided as follows:

4.2 The Regulations may establish one or more classes or groups of one or more members having the relative rights, powers and duties, including voting rights, as set forth in the Regulations. The rights, powers or duties of a class or group of members may be senior to those of one or more existing class or groups of members. Initially, the members shall be divided into two (2) classes as follows:

1. Class A Member(s) which shall hold 75% of the equity of the Company, and 75% of the voting rights; and
2. Class B Member(s) which shall hold 25% of the equity of the Company, and 25% of the voting rights.

All matters of Limited Liability Company management shall be determined by a vote of the Members. Class A Members shall hold an aggregate of 600 votes allocating among them in proportion to their proportionate ownership of the Class A Membership Units. Class B Members shall hold an aggregate of 200 votes allocated among them in proportion to their proportionate ownership of the Class B Units.

Except as expressly provided in the Regulations, no member shall by reason of holding a membership interest in the Limited Liability Company have a preemptive, preferential or other right to acquire any additional or greater membership interest in the company or any right to subscribe to or acquire any additional or greater membership interest in the company (or any security of the company convertible into or carrying such a right).

FOURTH: Article IV, Section 4.2 of the Articles, as amended, now provides as follows:

4.2 The Regulations may establish one or more classes or groups of one or more members having the relative rights, powers and duties, including voting rights, as set forth in the Regulations. The rights, powers or duties of a class or group of members may be senior to those of one or more existing classes or groups of members.

The membership interests of this Limited Liability Company shall be divided into units and there shall be two classes of Units: Class A and Class B.

Each Class B Unit shall equal .0625% ownership interest in the Limited Liability Company. The Limited Liability Company shall not issue more than 400 Class B Units and the aggregate of all Class B Units shall not exceed a 25% ownership interest in this Limited Liability Company.

This Limited Liability Company shall issue 1,200 Class A Units, each of which shall be of equal value. The aggregate value of the 1,200 Class A Units shall equal the ownership interest in the Limited Liability Company not owned by those members owning Class B Units.

The right to receive a share of profits or other compensation by way of income or losses or distribution or dissolution, shall be in proportion to a members' ownership interest in this Limited Liability Company.

Each percentage of ownership shall represent one vote on all matters that the ownership of a unit entitles a member to vote on. If a member owns a fraction of one percent as a result of owning a unit, then the member shall be entitled to a vote to the extent of the fraction.

The affirmative vote of a majority of the Class A Units shall have veto power over all issues on which members are entitled to vote.

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed in accordance with Section 608.411, Florida Statutes, this 12 day of July, 1999.



MICHAEL YON, Managing Member

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