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Law Offices
LEVINSON & LICHTMAN, LLP

A Partnership of Professional Associations

Sanctuary Centre
4800 North Federal Highway
Suite D-100
Boca Raton, Florida 33431

Telephone (561) 447-0017
Facsimile (561) 447-0018
Evening (561) 361-4030

Miami Office
Courvoisier Centre
501 Brickell Key Drive
Suite 400
Miami, Florida 33131

Telephone (305) 374-3471
Facsimile (305) 374-2855

Jonathan J. Lichtman
Member Florida and New York Bars

March 31, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****35.00 *****35.00

Re: **KLONDIKE INTERNATIONAL, LLC**
a Florida Limited Liability Company

Dear Sir or Madam:

Enclosed please find an Amendment of Record for the above-referenced limited liability company, together with this firm's check in the amount of \$35 representing the filing fee. If the enclosed meets with your approval, please file it with the Division of Corporations.

If you have any questions regarding the enclosed document, please do not hesitate to contact the undersigned.

Yours very truly,

Jonathan J. Lichtman

JJL/cb
Encl.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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AMENDMENT OF RECORD
OF KLONDIKE INTERNATIONAL, LLC

1. The name of the Limited Liability Company is KLONDIKE INTERNATIONAL, LLC. (the "Company"). The Articles of Organization were duly executed and filed by the Florida Department of State on August 24, 1999, and assigned document number L990000005254.

2. The mailing address and street address of the principal office of the Company is amended to:

1508 S.W. 57th Terrace
Cape Coral, Florida 33914

4. The Manager of the Company, Axel Kallenborn, has resigned. The name and address of the person who will serve as the Manager of the Company is:

Name	Address
Andrea Erhard	1508 S.W. 57 th Terrace Cape Coral, Florida 33914

5. The foregoing amendments were unanimously adopted by all of the Members of the Company by a Written Consent signed by them as of March 27, 2000.

IN WITNESS WHEREOF, the undersigned authorized Member of the Company has executed these Articles of Amendment this 27th day of March, 2000.


Andrea Erhard, Member