L99000000583/

530 Old Post Road No. 3 Greenwich, Connecticut 06830-6243

> (203) 869-3700 FACSIMILE (203) 869-6019

Also admitted in NY

April 20, 2000

Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Re:

Bainton Industries, LLC Articles of Amendment PILED

OD APR 24 PM 4: 58

SECRETARY OF STATE
TAPLAHASSEE, FLERIOA

300003221703--3 -04/24/00-01164-003 ******33.75 *****33.75

Gentlemen:

Enclosed please find Articles of Amendment in connection with the above-referenced entity and a check in the amount of \$33.75 in payment of filing fees and the fee for a certified copy of same.

Please forward the certified copy to this office.

Very truly yours,

Robert M. Lane

RML/cdm

Enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF BAINTON INDUSTRIES, LLC

FIRST:

The date of filing of the articles of organization was September 16, 1999.

SECOND: The following amendment(s) to the articles of organization were adopted by the limited liability company:

ARTICLE II Management

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Donald J. Bainton 292 Fan Palm Drive Boca Raton, FL 33432 Aileen M. Bainton 292 Fan Palm Drive Boca Raton, FL 33432

IN WITNESS WHEREOF, I have signed these Articles of Amendment to the Articles of Organization and acknowledge them to be my act this 19th day of April, 2000

Robert M. Lane, Authorized representative of a member.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are time.