

7M01000002166

Laura Staples, Esq.

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June ____, 2002

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

Re: **Amendment to Florida Registration of Nevada LLC – WARBUCKS
INTERNATIONAL CLOSEOUTS, LLC (#M01000002168)**

Dear Sir or Madam:

Enclosed please find the following documents for the Nevada limited liability company:

WARBUCKS INTERNATIONAL CLOSEOUTS, LLC

1. Amendment to Florida registration to transact business reflecting manager change. ***Please note that the home jurisdiction Nevada does not require that the limited liability company file any documents to reflect a change in managers.***
2. A check for \$25 for the filing fee for the amendment

My contact information is as follows:

Laura Staples, Esq.
3600 Commerce Boulevard
Kissimmee, FL 34741

Daytime phone #: 407-251-2020
Fax #: 407-251-2047
Email: lstaples@marliness.net

Sincerely,

Laura Staples, Esq.
for Warbucks International Closeouts, LLC

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-08/16/02--01028--014
*****25.00 *****25.00

FILED
02 AUG 16 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: WARBUCKS INTERNATIONAL CLOSEOUTS, LLC
2. Jurisdiction of its organization: Nevada
3. Date authorized to do business in Florida: 9/18/2001

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, then was the change effected under the laws of its jurisdiction of organization?

5. New name of the limited liability company:

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: Scott Genslinger is no longer a manager or member of this Company and his name should be immediately removed from WARBUCKS INTERNATIONAL CLOSEOUTS, LLC's Application For Authorization To Transact Business In Florida

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized. No records are required to be filed with the foreign jurisdiction, Nevada, in order to show this change.

Richard W. Baker, Manager

Signature of a member or the authorized representative of a member

Typed or printed name of signee: Richard W. Baker

Filing Fee: \$25.00

FILED
02 AUG 16 2001
AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Warbucks International Closeouts, LLC

Action by Unanimous Written Consent of Member

The undersigned, being the sole Member of **WARBUCKS INTERNATIONAL CLOSEOUTS, LLC**, a Nevada limited liability company (the "Company"), takes and adopts the following action in writing without a meeting:

Removal of Managers. The following individual is removed as a manager of the Company. The remaining current managers shall continue to serve as managers and their respective successors are duly elected and qualified:

Scott Genslinger

Dated as of 8/12/2002.

FILED
02 AUG 16 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RMS Limited Partnership

By Richard W. Baker, Sec/Treas
Name: Richard W. Baker, as
Secretary /Treasurer of Crystal
Diamond Inc., General Partner of
RMS Limited Partnership