

m03000002717

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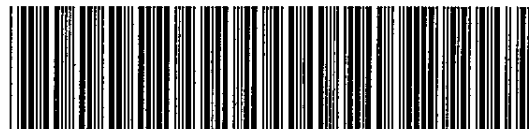
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Acknowledgement

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600038335676

07/28/04--01052--001 **25.00

SECRETARY OF STATE
TALLAHASSEE, FL

2004 JUL 28 P 2:36

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION 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: Prophecy Entertainment Inc Ltd Co.
2. Jurisdiction of its organization: Nevada -
3. Date authorized to do business in Florida: August 14, 2003

Doc # M03000005717

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

4. If the amendment changes the name of the limited liability company, when 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: _____
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.

Christine Lawes
Signature of a member or the authorized
representative of a member

CHRISTINE LAWES
Typed or printed name of signee

Filing Fee: \$25.00

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*See Attached
Names of Members
to be included
and excluded.*

Christine Lawes
2616 Canal Road
Miramar, FL 33025

Re: Prophecy Entertainment Inc. Ltd. Co.
Members and Managing Members

Please make an amendment to the records on file to include:

Betty Lord (Managing Member)
3425 Sheree Trail
Stone Mountain, GA. 30087
SSN: 051-62-3912
Phone: 770-498-4904

Delecia A Lestagez (Member)
P.O. Box 370064
Decatur, GA 30037
SSN: 094-44-6964
Phone: 404-521-9566

Wade Lestage (Member)
3491 Luxemburg Circle
Decatur, GA 30034
SSN: 087-48-6594
Phone: 770-808-7997

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TALLAHASSEE, FL 32301

Please delete Austin Lawes listed as managing member *as member.* *de*
from records

Thank you in advance for your cooperation, these changes has also been sent to Nevada.

Christine Lawes
Authorized Representative

Christine Lawes