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**WILLIAMS MULLEN
CLARK & DOBBINS**
ATTORNEYS & COUNSELORS AT LAW

A PROFESSIONAL CORPORATION

ONE COLUMBUS CENTER, SUITE 900
VIRGINIA BEACH, VA 23462-6762

CHARLOTTESVILLE
LONDON
NEWPORT NEWS
NORTHERN VIRGINIA
RICHMOND
VIRGINIA BEACH
WASHINGTON, D.C.

AFFILIATE OFFICE:
DETROIT

November 2, 2000

File No.: 658273.0000

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Clerk's Office
STATE CORPORATION COMMISSION
P. O. Box 1197
Richmond, Virginia 23218

SP 5039561-8
001103 4071

Re: Larry & Elizabeth Goldman Family, LLC
Articles of Amendment

Dear Sir or Madam:

Pursuant to your letter, I enclose our firm's check in the amount of \$25.00 as payment for penalties owed for late annual registration fees.

In that regard, I re-submit the enclosed Articles of Amendment on behalf of the above referenced limited liability company for filing. Please note that the filing fee was previously sent to you and has been retained by your office.

Please forward the acknowledgement of filing to my attention as soon as possible.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

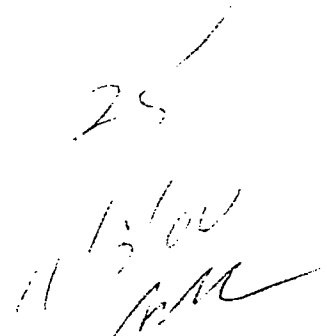
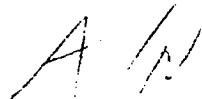


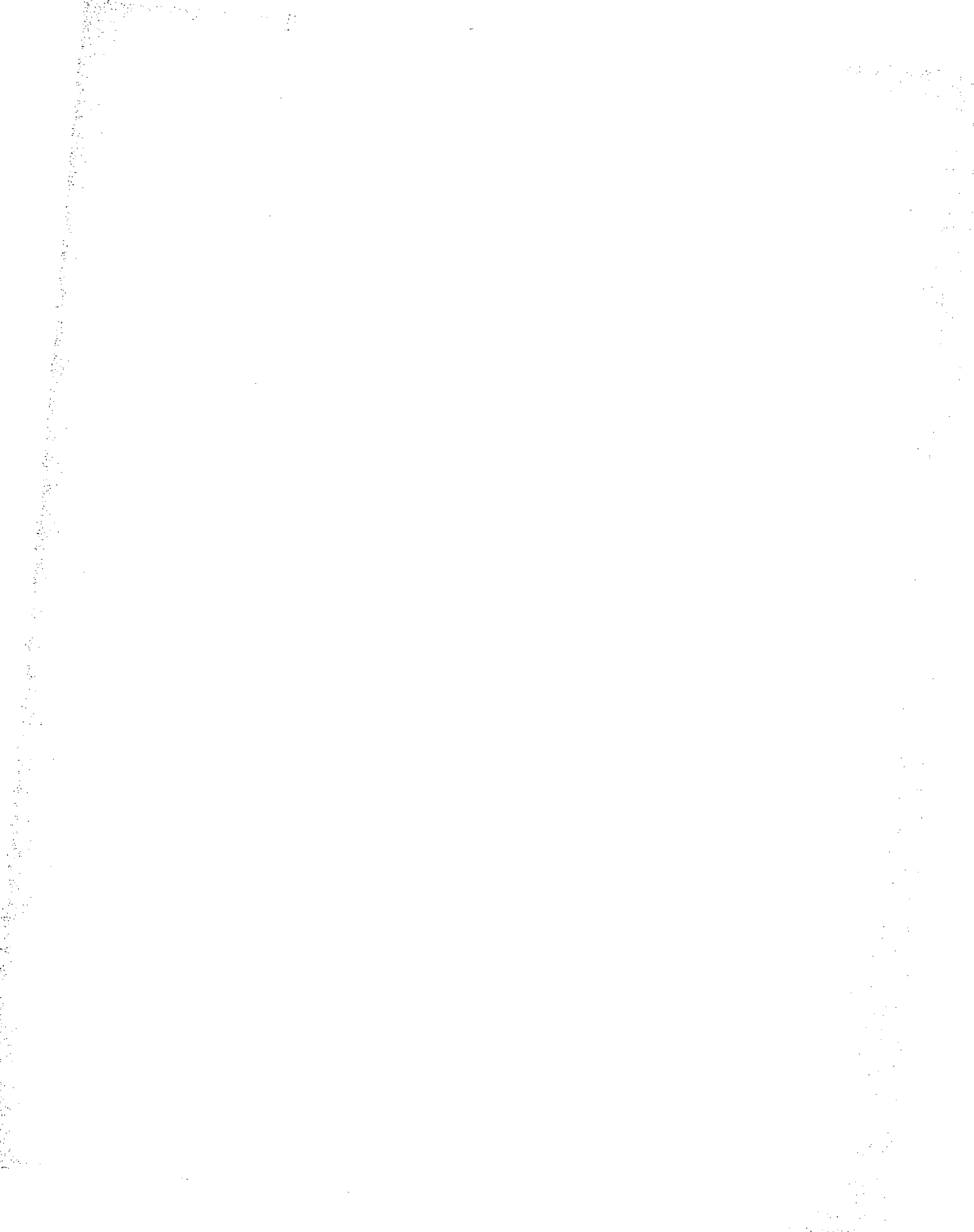
Wendy M. Chappell
Corporate Paralegal

Enclosures

cc: Mr. and Mrs. Goldman (w/encl.)

#265163 v1 - L-SCC- file Amdmt to Art





HULLIHEN WILLIAMS MOORE
CHAIRMAN

CLINTON MILLER
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION

November 7, 2000

WENDY M CHAPPELL
WILLIAMS MULLEN ET AL
ONE COLUMBUS CTR STE 900
VIRGINIA BEACH, VA 23462-6762

RE: CARROLLTON PROPERTIES, LLC
(formerly known as LARRY & ELIZABETH GOLDMAN FAMILY, LLC)
ID: S039561 - 8
DCN: 00-11-03-4071

Dear Customer:

This is your receipt for \$25.00, to cover the fees for filing articles of amendment with this office.

The effective date of the articles of amendment is November 7, 2000.

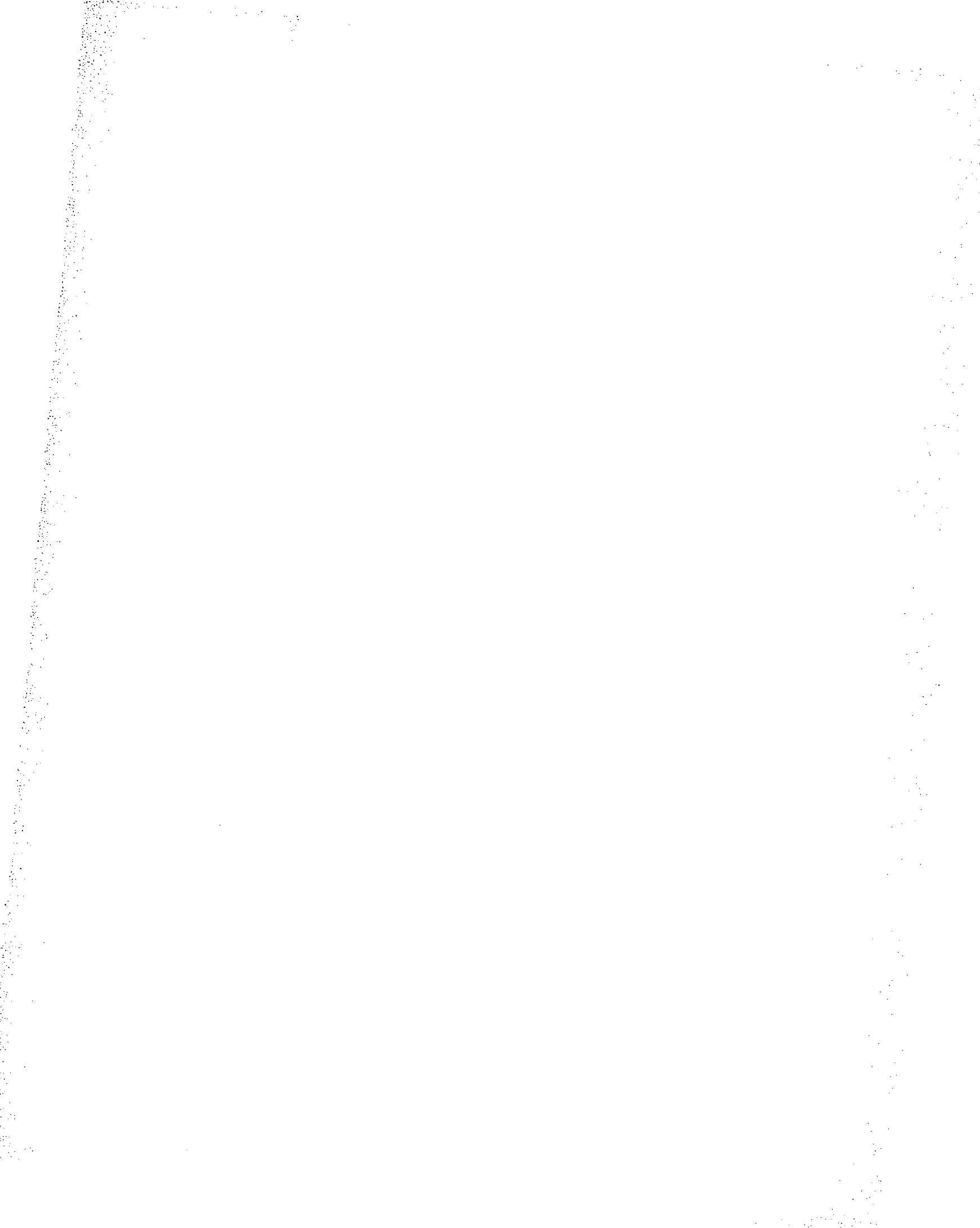
If you have any questions, please call (804) 371-9733.

Sincerely,

A handwritten signature in black ink that reads 'Joel H. Peck'.

Joel H. Peck
Clerk of the Commission

RECEIPTLC
LCNC
CIS0436



**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

November 7, 2000

The State Corporation Commission has found the accompanying articles submitted on behalf of

**CARROLLTON PROPERTIES, LLC
(formerly known as LARRY & ELIZABETH GOLDMAN FAMILY, LLC)**

to comply with the requirements of law, and confirms payment of all required fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission effective November 7, 2000.

STATE CORPORATION COMMISSION

By



Commissioner

00-11-03-4071
LLAACPT
CIS0436

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
ARTICLES OF AMENDMENT
OF
LARRY & ELIZABETH GOLDMAN FAMILY, LLC

Pursuant to §13.1-1014 of the Code of Virginia, 1950, as amended, the following information is provided:

1. The name of the company is:


LARRY & ELIZABETH GOLDMAN FAMILY, LLC
2. That the name of the company shall be changed to:

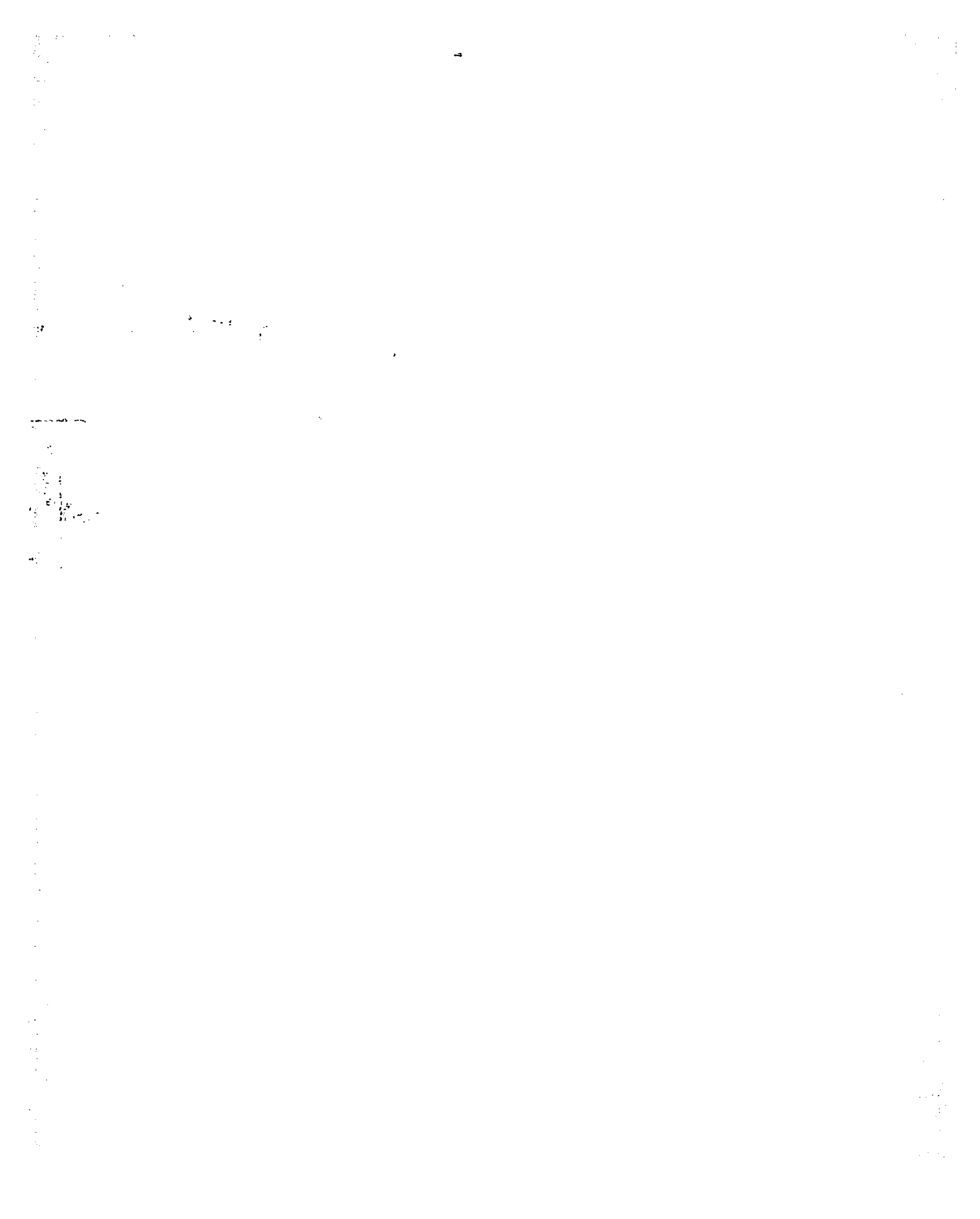
CARROLLTON PROPERTIES, LLC
3. The foregoing amendment was adopted on October 18, 2000.
4. The amendment was adopted by a vote of the members in accordance with Chapter 12 of Title 13.1 of the Code of Virginia, 1950, as amended.

Dated this 18th day of October, 2000.

LARRY & ELIZABETH GOLDMAN FAMILY,
LLC

By: _____


Larry L. Goldman, Manager



CISTMP1 CIS 11/03/00
SCC017 LLCM3220 LLC DATA INQUIRY 14:44:34
LLC ID: S039561 - 8 STATUS: 01 FEE DELINQUENT STATUS DATE: 09/01/00
LLC NAME: LARRY & ELIZABETH GOLDMAN FAMILY, LLC

DATE OF FILING: 07/12/1999 PERIOD OF DURATION: INDUSTRY CODE: 00
STATE OF FILING: VA VIRGINIA MERGER INDICATOR:

P R I N C I P A L O F F I C E A D D R E S S

STREET: 102 UNDERWOOD LN

CITY: SMITHFIELD STATE: VA ZIP: 23430-0000

R E G I S T E R E D A G E N T I N F O R M A T I O N

R/A NAME: THOMAS E SNYDER

STREET: 900 ONE COLUMBUS CTR

CITY: VIRGINIA BEACH STATE: VA ZIP: 23462-0000

R/A STATUS: 4 MEMBER OF VIRGI EFF DATE: 07/12/99 LOC: 228 VIRGINIA BEACH

YEAR	FEES	PENALTY	INTEREST	BALANCE
00	50.00	25.00		25.00

COMMAND:

CISTMP1
SCC017 LLCM3240

CIS
MICROFILM INQUIRY

11/03/00
14:44:39

LLC ID: S039561 - 8 LLC STATUS: 01 FEE DELINQ
LLC NAME: LARRY & ELIZABETH GOLDMAN FAMILY, LLC _____

COURT LOCALITY: 228 VIRGINIA BEACH CITY

MICROFILM NO	DOCUMENT TYPE	DATE	PAGES
99 07 03 0912	LLNC > NEW LLC	07/12/99	2

COMMAND:

