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BROAD AND CASSEL

FAX NO. (561) 483-7000

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Division of Corporations

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A05000001003

Florida Department of State
Division of Corporations
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LIMITED PARTNERSHIP AMENDMENT

STATESIDE PEARL 524, LTD.

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**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State:

Stateside Pearl 524, Ltd.

Limited partnership's Florida document number: A05000001003

2. Suffix adopted for the above named partnership:(LLLP, L.L.L.P.) **LLLP**

3. The street address of its chief executive office:(if different from current recorded address):

4. The street address of principal office in Florida: (if different from above):

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be as of the date this document is filed with the Florida Secretary of State.

7. The name and Florida street address of the partnership's agent for service of process:

**Norman S. Weinstein
75 N.E. 6th Avenue
Suite 103
Delray Beach, Florida 33483**

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 19th day of May, 2005.

Stateside Capital LLC, a Florida limited liability
Company

By: Stateside Capital Corp.
Its: Manager

By: Norman S. Weinstein
Norman S. Weinstein, President

Norman S. Weinstein
Norman S. Weinstein, Limited Partner

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TALLAHASSEE, FLORIDA

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