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FILED
JUL -5 PM '01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 28, 2001

Florida Department of State
UCC-1 Filing Department
P.O. Box 6327
Tallahassee, Florida 32314

000004459750--8
-07/05/01--01047--002
****150.00 ****150.00

Re: Picture One, L.C., a Florida limited liability company, et al.

Dear Sir/Madam:

000004459750--8
-07/05/01--01047--002
****150.00 ****25.00

Enclosed for filing are six (6) original Articles of Amendment to Articles of Organization of Picture One, L.C., a Florida limited liability company, together with our firm's check in the amount of \$150.00, representing the \$25.00 filing fee for each amendment. Please immediately file the enclosed with the Secretary of State.

Please call with any questions.

Very truly yours,

RITTER, RITTER & ZARETSKY

By: Laura Scala
Laura Scala, Paralegal for the Firm

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ff \$25.00

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
PICTURE ONE, L.C., a Florida limited liability company

FILED
01 JUL -5 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The date of filing of the Articles of Organization of Picture One, L.C., a Florida limited liability company was May 16, 2001 (the "Articles").

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the Limited Liability Company:

A. Article IV of the Articles is hereby amended to change the Manager of the Company to DEBORAH EPSTEIN FIRESTONE, *at PO Box 4877 Deer Field Beach, Fl. 33442*

B. All Members of the Company have consented to this Amendment.

C. The Articles are hereby amended to reflect that the sole Member of the Company is Exposition Properties, Inc., a California corporation, whose President is Deborah Epstein Firestone.

Dated: June 22, 2001.


DEBORAH EPSTEIN FIRESTONE,
Manager