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LIMITED LIABILITY AMENDMENT

ATLAS MIAMI MARINA LLC

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ATLAS MIAMI MARINA L.L.C.
a Florida limited liability company**

Pursuant to the provisions of Florida Statute, undersigned Company adopts the following Articles of Amendments to its Articles of Incorporation:

Article V - Management: This will be a Manager-Managed Company. The name of each Manager and Officer are as follows:

- DANIELLE AZEROUAL - Manager, President
- JACOB AZEROUAL - Manager, Treasurer & Vice-President
- MICHEL AZEROUAL - Manager, Secretary

Article VII - Amendment: The Company's Articles of Organization may be amended from time to time in the future only as follows:

All Members must consent to any Amendment to the Company's Articles of Organization in writing.

Article VIII - Transferability: The Company's Member may transfer or assign their interest in the Company only as follows:

No Member may transfer or assign any part of their interest or interests in the Company without the written agreement of all Members. Any assignment or transfer of a Member's interests without the written consent of all Members shall be of no effect and the assignee/transferee shall not be entitled to receive any profits of the Company or act on behalf of the Company.

Article IX - Authority: Authority to act on behalf of the Company shall only be only as follows:

Except as listed below, the Members and Managers may each act individually on behalf of the Company to execute and deliver all documents necessary for the operation of the Company and matters necessarily related thereto.

The signature of MICHEL AZEROUAL as Manager of the Company shall be required in order to:

- a. Change the business of the Company from that in which it is presently engaged;
- b. Sell, convey, transfer or otherwise dispose of all or substantially all of the assets of

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the Company:

- c. Assign, pledge, mortgage, grant security interests in or otherwise encumber any of the assets of the Company, or cause the Company to guarantee the debts or other obligations of any other party, except in the ordinary course of business of the Company;
- d. Lease any property owned by the Company for a term that exceeds five (5) years.
- e. Borrow any money or property or otherwise obtain financing for the Company, other than credit purchases of goods and services on a current basis and in the normal course of business;
- f. Assign the right of the Company on specific Company property for other than a Company purposes;
- g. Make, execute or deliver any bond, guaranty, indemnity bond, or surety bond in an amount to exceed \$10,000; or
- h. Make, execute or deliver any general assignment for the benefit of creditors or petition for bankruptcy.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Organization of the Company have been executed this 7 day of May, 2004.

ATLAS MIAMI MARINA L.L.C., a Florida limited liability company



NANELLE AZEROUAL - Manager