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LIMITED LIABILITY AMENDMENT

POPCORN HOLLYWOOD DEVELOPMENT, LLC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
FOR
POPCORN HOLLYWOOD DEVELOPMENT, LLC
(A Florida Limited Liability Company)

- FIRST: The date of filing of the articles of organization was June 12, 2003.
- SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

The following shall be **REMOVED** as Manager of the aforementioned Limited Liability Company:

Jose Norberto Saal
18851 NE 29th Avenue, Ste 722
Aventura, FL 33180

The following shall be the Manager of the aforementioned Limited Liability Company:

Manuel Grosskopf
18851 NE 29th Avenue, Ste 900
Aventura, FL 33180

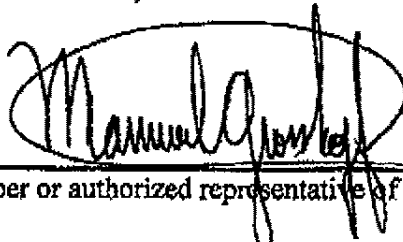
The following shall be the Registered Agent's new address of the aforementioned Limited Liability Company:

18851 NE 29th Avenue, Ste 900
Aventura, FL 33180

The following shall be the **NEW PRINCIPAL ADDRESS** of the aforementioned Limited Liability Company:

18851 NE 29th Avenue, Ste 900
Aventura, FL 33180

Signed this August 11, 2005.



Signature of a member or authorized representative of a member

MANUEL GROSSKOPF
Typed or printed name of person signing

Prepared By:
Mark E. Rousso, Esq.
18851 NE 29th Avenue, Ste 900
Aventura, FL 33180
Fl. Bar No.: 894583

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