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FAX #: (904)922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: STYLES HOLDINGS III, L.C.

AUDIT NUMBER.....H96000017815

DOC TYPE.....LIMITED LIABILITY AMENDMENT

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GEIGER KASDIN -

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ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
STYLES HOLDINGS III, L.C.

FILED
96 DEC 19 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following amendment was adopted by the Members of STYLES HOLDINGS III, L.C. (the "Company") on December 16, 1996. The original Articles of Organization were filed on December 29, 1992 and assigned document number L92000000072.

FIRST

The following person shall be added as a Co-Manager of the Company:

JUNE K. McGEORGE
220 Sanders Avenue
Irvington, VA 22480

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 16th day of DECEMBER, 1996.


Paul C. Steinfurth, Authorized Representative

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
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