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BASIC AMENDMENT

100 OCEAN DRIVE, LLC

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ARTICLES OF AMENDMENT TO THE ARTICLES OF ORGANIZATION OF 100 OCEAN DRIVE, LLC

Pursuant to the provisions of Chapter 608 of the Florida Statutes, 100 Ocean Drive, LLC, a Florida Limited Liability Company, (the "Company"), adopts the following Articles of Amendment to its Articles of Organization:

The Company's Articles of Organization filed on November 18, 1998, are amended by deleting the existing Article I and inserting the following in its stead:

ARTICLE I

The name of the limited liability company shall be America's Attic Management, LLC (the "Company").

Date of Adoption

The amendment was adopted on the 27th day of April, 1995

Manner of Adoption

The amendment was adopted by written consent of all—the of Members in accordance with Chapter 608 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned Managing Member has executed these Articles of Amendment on this 27th day of April, 1999.

Joseph Scarfone Managing Member