

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 100 Tallahassee, Florida 32301
(850) 224-8870 1-800-341-8062 Fax (850) 222-1222

L010000018870

313 Clematis Partners, LLC

L01-18870

700004769287--9
-01/11/02--01046--003
*****25.00 *****25.00

- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ☒ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- ☒ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

RECEIVED
02 JAN 11 PM 12:14
DIVISION OF CORPORATIONS
FILED
02 JAN 11 PM 12:32
SECRETARY OF STATE
DIVISION OF CORPORATIONS

WJ

3P

Signature _____

Requested by: *SK*
Name _____ Date 1/11/02 Time 11:38

Walk-In _____ Will Pick Up _____

AMENDMENT TO ARTICLES OF ORGANIZATION OF
313 CLEMATIS PARTNERS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

THIS AMENDMENT to Articles of Organization of **313 CLEMATIS PARTNERS, LLC**, (the "Company") is made as of the 2nd day of November, 2001, by the undersigned, *Jonathan D. Beloff, Marisue Beloff, Nelson Fox and Karen Fox*, the sole Members of the Company ("Members").

WHEREAS, the Articles of Organization dated October 31, 2001, and filed November 1, 2001 with the Secretary of State, State of Florida under Document No. L01000018870, are hereby amended, as follows:

1. **Initial Members.** The name of the initial Members of the company are changed from *Jonathan D. Beloff and Marisue Beloff, his wife, Nelson Fox and Karen Fox, his wife, Callin S. Fortis and Kenneth Barilich*, to:

Jonathan D. Beloff and Marisue Beloff, his wife
1111 Lincoln Road, Suite 400
Miami Beach, Florida 33139

Nelson Fox and Karen Fox, his wife
500 Lakeview Court
Miami Beach, Florida 33140

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 11 PM 12:32

IN WITNESS WHEREOF, I have hereunto set my hands and seal to this Amendment as of the date and year first above written.



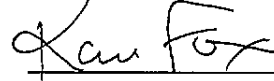
Jonathan D. Beloff



Marisue Beloff



Nelson Fox



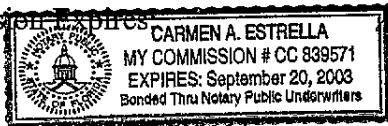
Karen Fox

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by *Jonathan D. Beloff, Marisue Beloff, Nelson Fox and Karen Fox* as Members of 313 CLEMATIS PARTNERS, LLC, a Florida limited liability company. They are personally known to me or who have produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of January, 2002.

My Commission Expires:



Carmen A. Estrella
Notary Public

Typed, printed or stamped name of Notary Public

Acknowledged and agreed to this 10 day of January, 2002.

Kenneth Barilich
Kenneth Barilich

Callin S. Fortis
Callin S. Fortis

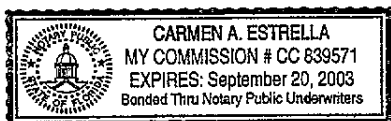
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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by *Kenneth Barilich and Callin S. Fortis* as Members of 313 CLEMATIS PARTNERS, LLC, a Florida limited liability company. They are personally known to me or who have produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of January, 2002.

My Commission Expires:



Carmen A. Estrella
Notary Public

Typed, printed or stamped name of Notary Public