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Law Offices LEVINSON & LICHTMAN, LLP

A Partnership of Professional Associations

120 East Palmetto Park Road Suite 100 Boca Raton, Florida 33432

Telephone (561) 869-3600 Facsimile (561) 869-3601 Miami Office Courvoisier Centre 501 Brickell Key Drive Suite 300 Miami, Florida 33131

Jonathan J. Lichtman Member Florida and New York Bars Telephone (305) 374-3471 Facsimile (305) 374-1001

January 5, 2005

Department of State Division of Corporations Corporate Filings P. O. Box 6327 Tallahassee, FL 32314

RE: 7028 NE 5th Ave., LLC

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Amendment to the Articles of Organization of 7028 NE 5th Ave., LLC, along with a check in the amount of \$55.00 made payable to the Department of State for the filing fee and the cost of a certified copy of the Amendment. Please file this Amendment as soon as possible and provide the certified copy to the undersigned.

If you have any questions or need additional information, please do not hesitate to call. Thank you for your assistance in this regard.

Very truly yours,

Jonathan J. Lichtman

JJL/mcp Enc.

FIRST AMENDMENT TO THE ARTICLES OF ORGANIZATION OF 7028 NE 5th AVE., LLC

- 1. The name of the Corporation is 7028 NE 5th AVE., LLC, a Florida limited liability company (the "Company"), filed with the Florida Department of State on April 2, 2004, under document number L04000025155.
- 2. Article I of the Articles of Organization of the Company is hereby amended to read as follows:

ARTICLE I

<u>NAME</u>

The name of the limited liability company is Travel Bestway, LLC.

3. Article V of the Articles of Organization of the Company is hereby amended to read as follows:

ARTICLE V

MANAGEMENT

The Company is to be managed by its Sole Manager. The person who will serve as Sole Manager until the first annual meeting of Members or until her successor is elected and qualified is:

Gretel Shay 20 Island Avenue, #518 Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned Sole Manager of the Company has executed these Articles of Amendment this 27th day of December, 2004, and all such amendments shall be effective as of that date. This Amendment was adopted on December 27, 2004, by the shareholders. The number of votes cast were sufficient for approval.

GRETEL SHAY, Manager

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