

L09000007240

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401 HOLDINGS LLC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

401 Holdings LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 1/22/2009 and assigned Florida document number 209000007240.

This amendment is submitted to amend the following:

If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

c/o Professional Management, Inc.
9095 SW 87th Avenue, Suite 777
Miami, FL 33176

Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

c/o Professional Management, Inc.
9095 SW 87th Avenue, Suite 777
Miami, FL 33176

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

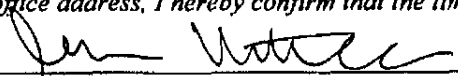
James R. Mitchell

New Registered Office Address:

9095 SW 87th Avenue, Suite 777
(Enter Florida street address)
Miami, Florida 33176
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(Changing Registered Agent, Signature of New Registered Agent)

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If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGRM	Eric M. Feder	4042 Island Estates Drive Aventura, FL 33160	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGRM	401 Capital LLC	9095 SW 87th Avenue Suite 777 Miami, FL 33176	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
MGRM	Fairway Palm Island Investors LLC	Kriss & Feuerstein LLP c/o Kenneth P. Horowitz 360 Lexington Ave., 12th Floor New York, NY 10017	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

Dated

January 28, 2009

Signature of a member or authorized representative of a member

Eric M. Feder

Typed or printed name of signee

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