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LIMITED LIABILITY AMENDMENT

OTCIM, L.L.C.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 2, 2003

OTCIM, L.L.C.
C/O MARC GORDON, ESQ
8551 WEST SUNRISE BLVD, STE. 208
PLANTATION, FL 33322

SUBJECT: OTCIM, L.L.C.
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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF**

OTCIM, L.L.C.

Pursuant to the provisions of Section 608.411, Florida Statutes, this limited liability company adopts the following Articles of Amendments to its Articles of Organization, specifically, Article VI, Manager, which is amended as follows:

ARTICLE IV

The limited liability company shall be managed by a manager whose name and address are as set forth herein, which manager shall continue as manager until the first annual meeting of this limited liability company, to-wit:

GLENN LIEBERMAN
C/O Marc Gordon, Esq.
8551 West Sunrise Blvd., Suite 208
Plantation, Florida 33322

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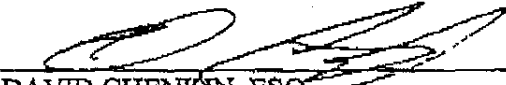
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The date of adoption of this Amendment to Articles of Organization of OTCIM, L.L.C. is the 1st day of July 2003.

This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Organization with the Secretary of State of Florida.

This Amendment to the Articles of Organization of OTCIM, L.L.C. was approved by the members and the number of votes cast for the Amendment was sufficient for approval.

Signed this 1st day of July 2003.


DAVID CHENKIN, ESQ.
Authorized Representative of the Member

8551 West Sunrise Blvd., # 208
Plantation, Fl. 33322

In accordance with Section 608.408(3), Florida statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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