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LIMITED LIABILITY AMENDMENT

2K SOUTH BEACH HOTEL, LLC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

2K SOUTH BEACH HOTEL, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was March 16, 1999

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

EDWARD KLEIST resigned as Managing Member of 2K SOUTH BEACH HOTEL, LLC.

MICHAEL LOUIS PALMA was elected to serve as Managing Member of 2K SOUTH BEACH HOTEL, LLC, and his address is: 750 B Street, #1930, San Diego, CA 92101.

Dated October 3, 2003


Signature of a member or authorized representative of a member

Nancy Terminello, attorney-in-fact and authorized representative of Managing
Member
Michael Louis Palma
Typed or printed name of signer

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