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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF SHELLEY HOLDINGS, L.L.C.

FIRST: The date of filing of the articles of organization was March 23, 2000.

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

The removal of Rachamin Assayag was agreed to by the majority of the managers. The inclusion of the following two managers:

Earl Mogel 2750 N.E. 183rd Street, Apt. #.2705 Aventura, FL 33160

Chaim Benmelech 2750 N.E. 183rd Street, Apt. # 403 Aventura, FL 33160

was agreed to by the remaining manger.

Dated July 3, 2000.

Signature of member

Jacob Cohen,

FILED DO JUL -5 PM 3: DECRETARY OF STA

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