

CYNTHIA MCCRAW, CLA

LEGAL ASSISTANT

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SIROTE
— & —
PERMUTT
A PROFESSIONAL CORPORATION

July 24, 2001

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Party City of Fort Walton Beach, L.L.C.
Our File# 53427-A; Client/Matter# 043942-001

Dear Sir or Madam:

400004502334--4
-07/27/01--01063--014
*****55.00 *****55.00

Enclosed for filing are Articles of Amendment to Articles of Organization for the above-referenced limited liability company and our check, in the amount of \$55.00, for the filing fee and a certified copy.

Please file the amendment and return a certified copy to my attention. Thank you for your assistance.

Very truly yours,

Cynthia McCraw

Cynthia McCraw, CLA
Legal Assistant to Bradley J. Sklar, Esq.

/mcc

Enclosure

FILED
01 JUL 27 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES AND MEDIATION CENTERS

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Party City of Fort Walton Beach, L.L.C.

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was June 11, 2001

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

ARTICLE II is hereby deleted in its entirety and the following shall be substituted in lieu thereof:

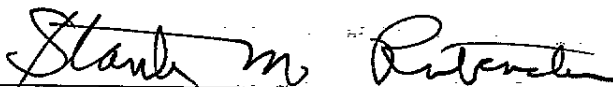
"ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

3000 Ridgelake Drive, Suite 104
Metairie, Louisiana 70002"

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated July 20, 2001



Signature of a member or authorized representative of a member

Party City Holdings, L.L.C., Member, by Stanley M. Rubenstein, its Managing Member
Typed or printed name of signee

Filing Fee: \$25.00