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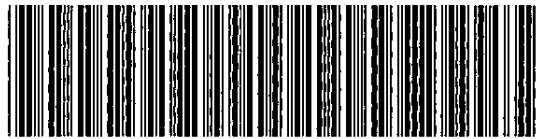
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas JUN 09 2008

MURRAY & SIMMONS, LLP

ATTORNEYS AT LAW

1401 EAST BROWARD BOULEVARD, SUITE 200
FORT LAUDERDALE, FLORIDA 33301

DAVID G. MURRAY*
STEPHEN J. SIMMONS
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LEE H. DAVIS**

*BOARD CERTIFIED REAL ESTATE LAWYER
**ADMITTED TO FLORIDA AND TEXAS BAR

TELEPHONE (954) 467-2000
FACSIMILE (954) 467-2306

April 17, 2008

VIA FEDERAL EXPRESS

Division of Corporations
ATTN: Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Caprio Holdings, L.L.C.

Whom it may concern:

Please find enclosed the Certificate of Resolutions to Amend Articles of Organization of Caprio Holdings, L.L.C., along with the applicable filing fee.

Naturally, if you have any questions or need anything additional, please do not hesitate to call.
Thank you.

Very truly yours,


JAMES B. ABRIL

Enclosures (Check)

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TALLAHASSEE, FLORIDA

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Caprio Holdings, L.L.C.
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

James B. Abril, Esq.

(Name of Person)

Murray & Simmons, LLP

(Firm/Company)

1401 East Broward Boulevard, Suite 200

(Address)

Fort Lauderdale, Florida 33301

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

James B. Abril, Esq. at (**954**) **467-2000**
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|--|--|

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 22, 2008

JAMES B. ABRIL ESQ
MURRAY & SIMMONS, LLP
1401 EAST BROWARD BOULEVARD, STE 200
FORT LAUDERDALE, FL 33301

SUBJECT: CAPRIO HOLDINGS, L.L.C.
Ref. Number: L01000016299

We have received your document for CAPRIO HOLDINGS, L.L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amendment to Articles of Organization.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Regulatory Specialist II

Letter Number: 408A00024163

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO ARTICLES OF ORGANIZATION AND
CERTIFICATE OF RESOLUTIONS TO AMEND ARTICLES OF
ORGANIZATION OF CAPRIO HOLDINGS, L.L.C.,
a Florida limited liability company**

THE UNDERSIGNED, constituting all of the Members of Caprio Holdings, L.L.C., a Florida limited liability company (the "Company"), do hereby adopt, approve and consent to the following resolutions through this action by written consent in lieu of taking such action at a special meeting of all members and do hereby certify the following:

1. Pursuant to that certain Assignment of Limited Liability Company Membership Interest dated January ~~21st~~, 2008 (copy of which is attached hereto as Exhibit "A"), III T, Ltd., a Florida limited partnership ("III T") has sold, transferred, conveyed and assigned all of its right, title and interest in and to the Company (the "Membership Interest") to Todd Turchin ("Todd") as to 50% of the Membership Interest held by III T and to Tara Turchin Latona ("Tara") as to the remaining 50% of the Membership Interest held by III T.

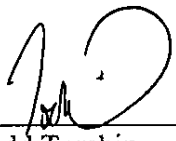
2. In conjunction with III T's assignment of its Membership Interest as set forth above, III T has resigned as the Managing Member of the Company as evidenced by the Resignation of Member, Managing Member or Manager from Florida or Foreign Limited Liability Company attached hereto as Exhibit "B."

NOW, THEREFORE, BE IT RESOLVED, that the Company has appointed and hereby appoints Todd Turchin and Tara Turchin Latona as the replacement Managing Members; and

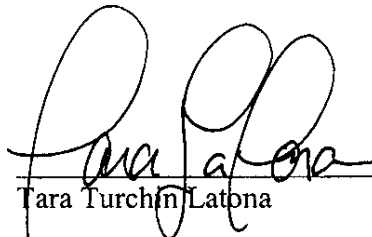
FURTHER RESOLVED, that the following are the only Member(s) and/or Officer(s) of the Company and their interest(s) in the Company are as follows:

Todd Turchin, Managing Member	50%
Tara Turchin Latona, Managing Member	50%

IN WITNESS WHEREOF, the undersigned Members of the Company have executed Certificate of Amendment this ~~30th~~ day of ~~January~~ ^{March}, 2008.



Todd Turchin



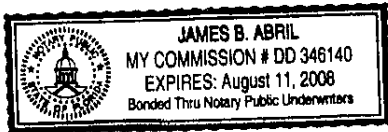
Tara Turchin Latona

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TALLAHASSEE, FLORIDA

NOTARY PAGE FOLLOWS

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 5th day of ~~January~~ ^{March}, 2008, by Todd Turchin, who ☒ is personally known to me or who ☐ has produced his Florida Driver's license as identification.





NOTARY PUBLIC

My Commission Expires:

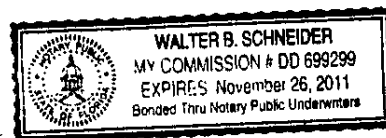
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30th day of January, 2008, by Tara Turchin Latona, who ☒ is personally known to me or who ☐ has produced her Florida Driver's license as identification.



NOTARY PUBLIC

My Commission Expires:



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TALLAHASSEE
FLORIDA

EXHIBIT "A"

**ASSIGNMENT OF LIMITED LIABILITY COMPANY
MEMBERSHIP INTEREST**

THIS ASSIGNMENT ("Assignment") is made and entered into as of this 21st day of January, 2008, by and between III T, LTD., a Florida limited partnership ("Assignor") in favor of TODD TURCHIN and TARA TURCHIN LATONA (collectively referred to "Assignee").

R E C I T A L S:

WHEREAS, Assignor is the owner and holder of One Hundred percent (100%) of the Membership Interest in and to Caprio Holdings, L.L.C, a Florida limited liability company ("Caprio"); and

WHEREAS, Assignor has agreed to sell, transfer, convey and assign to Assignee all of Assignor's right, title and interest in and to Caprio (the "Membership Interest") as provided herein,

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Assignor agrees as follows:

1. **Recitals.** The foregoing recitals are true and correct and incorporated herein by reference thereto.

2. **Transfer.** Assignor, for and in consideration of the payment of One Hundred and No/100 (\$100.00) Dollars by Assignee to Assignor, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, irrevocably and unconditionally assigns, transfers, sells and conveys all of its Membership Interest in Caprio, to Assignee as follows:

- a. 50% of Assignor's Membership Interest to Todd Turchin; and
- b. 50% of Assignor's Membership Interest to Tara Turchin Latona.

3. **Additional Documents.** Assignor shall execute any and all documents necessary or appropriate to transfer, sell, convey and assign the interests hereby conveyed, including any documents to be filed with the Florida Secretary of State in order to accomplish the foregoing.


4. **Counterpart.** This Assignment may be executed via facsimile and/or electronic media, each of which shall be deemed to be an original and all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, Assignor has signed this Assignment.

ASSIGNOR:

III T, LTD., a Florida limited partnership

By: Tardot Realty & Investments, Inc., a Florida
corporation, its sole general partner

By: 
Michael Hecht, President

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