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VERANDA PARTNERS LLC

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**CERTIFICATE OF AMENDMENT**  
**OF**  
**VERANDA PARTNERS LLC**

The Articles of Organization of the limited liability company are hereby amended as follows:

**ARTICLE IV – Management**

The Company is managed by the Member or a Non-Member Manager designated by the Member in his sole and absolute discretion.

All other provisions of the Articles of Organization remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as of the 7th day of February, 2002.

SOLE MEMBER:

  
Kevin H. Azzouz, Member

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