

(H03000051173 0)

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MORGENTHAU HOLDINGS, LLC,
a Florida limited liability company**

Pursuant to the provisions of the Florida Limited Liability Company Act, the Articles of Organization of Morgenthau Holdings, LLC, a Florida limited liability company (hereinafter referred to as the "Company") are amended as follows:

1. The First Article is deleted in its entirety and the following text is inserted:

ARTICLE I Name

The name of the Company is: **MORGENTHAU CAPITAL ADVISORS, LLC**

The filing date of the Articles of Organization of the Company was March 14, 2003.

In accordance with Section 608.411 of the Florida Limited Liability Act, this Amendment shall be effective upon its filing with the Florida Department of State.

The foregoing Amendment to the Articles of Organization of the Company was proposed and approved by the Company's sole member and sole manager on February 7, 2003, pursuant to Sections 608.4231 of the Florida Limited Liability Act.

IN WITNESS WHEREOF, the undersigned as sole member and sole manager of the Company has executed these Articles of Amendment this 7 day of February, 2003.


Anthony Morgenthau
Sole Member and Manager

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA