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LIMITED LIABILITY AMENDMENT

SPA HOSPITALITY WORLDWIDE, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$55.00

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

Spa Hospitality Worldwide, LLC
(Present Name)
(A Florida Limited Liability Company)

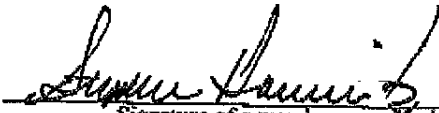
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FIRST: The date of filing of the articles of organization was April 12, 2002

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

Article IX is hereby amended to read: The business of the Company shall be managed by its members, and the name and address of the managing member is Stephen Horwitz, 1000 Corporate Drive, Suite 300, Ft. Lauderdale, FL 33334.

Dated October 16, 2002


Signature of a member or authorized representative of a member

Stephen Horwitz, Manager and Authorized Representative
Typed or printed name of signee

Filing Fee: \$25.00