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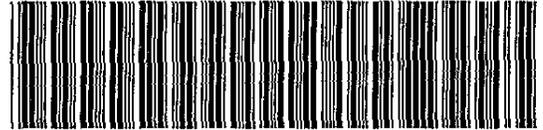
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LAW OFFICES
EDWARD E. LEVINSON, P.A.
PENTHOUSE SOUTHEAST
407 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139-3020

February 3, 2003

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Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Amendment to the Articles of Organization
of Goldman Real Estate Group, LLC

Dear Ladies or Gentlemen:

I am enclosing herewith two original Certificates of Amendment to the Articles of Organization of Goldman Real Estate Group, LLC, together with my firm check in the amount of \$55.00 for the filing fee and one certified copy of the Certificate of Amendment. Also enclosed is a self-addressed, stamped envelope for your convenience.

Thank you very much for your courtesy and cooperation in this matter.

Sincerely,



EDWARD E. LEVINSON

EEL/dlm

Enclosures

cc: Goldman Real Estate Group, LLC
Attention: Charles J. Goldman, President
(with copy of enclosure)

gendocs\corp\amendment.lts

CERTIFICATE OF AMENDMENT

Article I. Name

The name of this Florida limited liability company is:
Goldman Real Estate Group, LLC

Article II. Date of Articles of Organization and Amendments thereto

The Company's Articles of Organization were filed on May 21, 2002.

Article III. Amendment

The Amended and Restated Articles of Organization are amended as follows:

The name of the limited liability company is changed to **SKY LOFTS, LLC**.

The undersigned executed this documents on the date shown below.

GOLDMAN REAL ESTATE GROUP, LLC

By: _____

CHARLES J. GOLDMAN, Managing Member

Date: January 31, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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