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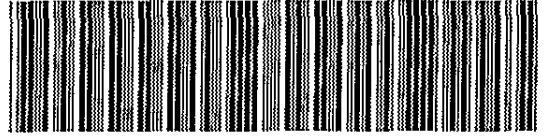
(Business Entity Name)

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1-8-03

LAW OFFICES OF
MARIO BRAMNICK, Esquire P.A.

9050 PINES BOULEVARD
THIRD FLOOR, SUITE 366
PEMBROKE PINES, FL 33024

TELEPHONE: (954) 430-0220
FAX: (954) 430-0490

January 2, 2003

Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Attention: Ms. Doris McDuffy

RE: HALLANDALE RESORT MOTEL, LLC and ERANO, LLC

Dear Ms. McDuffy:

Please file the enclosed Articles of Amendment to Articles of Organization for the above referenced.

Enclosed please find a check in the amount of \$25.00 to cover the filing fees for same.

Please file and return to the undersigned in the self-addressed stamped envelope enclosed.

Thank you for your assistance in this matter.

Very truly yours,



Mario Bramnick, Esquire

MB/lw

Enclosures

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STATE DEPT OF REVENUE
TALLAHASSEE, FL 32399

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

ERANO, LLC
(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was 1-5-02

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

1. The name of the organization shall be changed to: HALLANDALE RESORT INN, LLC.

2. Company is to be managed by the members, the members of the company are:


1. David Hempel
703 NE 7th Street
Hallandale, FL 33009

2. Esther Hempel
703 NE 7th Street
Hallandale, FL 33009

3. Morris Fefer
703 NE 7th Street
Hallandale, FL 33009

4. Lilly Fefer
703 NE 7th Street
Hallandale, FL 33009

Dated December 27th, 2002


(Signature of a member or authorized representative of a member)

DAVID HEMPEL
(Typed or printed name of signee)

03 JAN -7 AM 9:47
SECRETARY OF STATE
HALLANDALE, FL 33009