

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : SERBER & ASSOCIATES, P.A.
Account Number : I20000000083
Phone : (305) 932-6262
Fax Number : (305) 933-9393

LIMITED LIABILITY AMENDMENT**FRE-FUND ELEVEN, L.L.C.**

Certificate of Status	1
Certified Copy	1
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ARTICLES OF AMENDMENT
OF
FRE-FUND ELEVEN, L.L.C.

1. Article V of the Articles of Organization of FRE-FUND ELEVEN, L.L.C., is hereby amended to read:

The management of the Limited Liability Company is reserved to the managing member. The managing member is:

Alberto Cevallos
Turnberry Plaza, Suite 801
2875 N.E. 191st Street
Aventura, FL 33180

The foregoing Amendment was approved by the members on October 8, 2002 without member action, and member action was not required.

These Articles of Amendment shall be effective immediately upon filing.

IN WITNESS wherefore, the undersigned Managing Member of this Company has executed these Articles of Amendment, this 8 day of October, 2002.


ALBERTO CEVALLOS,
Managing Member

FILED
OCT - 8 AM 8:19
CLERK OF STATE
TALLAHASSEE, FLORIDA

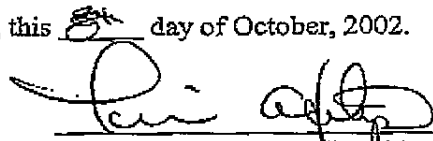
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**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

Before me personally appeared ALBERTO CEVALLOS, to me well known and known to me, to be the individual described in and who executed the foregoing instruments in the capacities stated above for FRE-FUND ELEVEN, L.L.C., a Florida limited liability company, and severally acknowledged to and swore before me that he executed such instrument in such capacities, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

SWORN TO and subscribed before me, this 8 day of October, 2002.



Notary Public, State of Florida at Large

Print Name: Terri A. Felipe

My Commission Expires:

MBW/w/1235

SECRET
STATE
TALLAHASSEE, FLORIDA

02 OCT -8 AM 8:19

FILED

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