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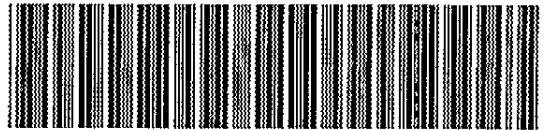
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUL - 2 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RACQUET CLUB TOWERS, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Oren Lieber, Esquire
(Name of Person)

Ritter, Ritter & Zaretsky, LLP
(Firm/Company)

555 NE 15th Street, Suite 100
(Address)

Miami, Florida 33132
(City/State and Zip Code)

For further information concerning this matter, please call:

Oren Lieber at (305) 372-0933
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
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(additional copy is enclosed) | <input checked="" type="checkbox"/> \$60.00 Filing Fee,
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(additional copy is enclosed) |
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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

RACQUET CLUB TOWERS, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on May 9, 2003 and assigned
document number L03000016865.

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

The Articles of Organization are hereby amended to add Article VI which shall read as follows:

The names and addresses of the managing members are:

Title: MGRM
North Bay 7930, LLC
404 5th Avenue, 4th Floor
New York, NY 10018

Title: MGRM
RW Racquet LLC
4706 18th Avenue, Suite 200
Brooklyn, NY 11204

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TALLAHASSEE, FLORIDA

Dated June 29, 2004.



Signature of a Member or Authorized Representative of a Member

Oren Lieber

Typed or Printed Name of Signee

Filing Fee: \$25.00