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LAW OFFICES OF
WEINTRAUB & WEINTRAUB, P.A.
A Professional Association
2650 North Military Trail
Suite 150
Boca Raton, Florida 33431

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August 6, 2003

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

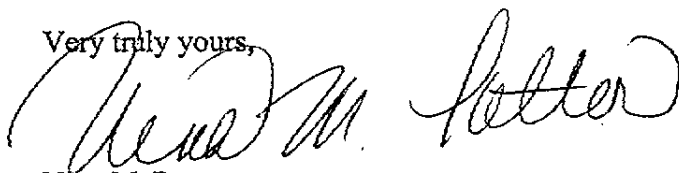
Re: Articles of Amendment to Articles of Organization
South Florida Development Group, LLC.

To Whom It May Concern:

In connection with the above referenced matter, please find enclosed the original Articles of Amendment for South Florida Development Group, LLC.

Also enclosed is a check in the amount of \$25.00 representing your fee for this service. If you have any questions, please feel free to contact me directly.

Very truly yours,



Nina M. Potter
enclosure

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SOUTH FLORIDA DEVELOPMENT GROUP, LLC.
(Present Name)
(A Florida Limited Liability Company)**

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PALM BEACH COUNTY, FLORIDA

First: The date of filing of the articles of organization was July 23, 2003.

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

ARTICLE V is amended as follows:

A) The following Manager is hereby REMOVED from the LLC:

1. Richard Weisman

B) The following Manager is hereby ADDED to the LLC:

1. Robert Ginberg,
3218 Westminster Drive
Boca Raton, FL 33496

C) The Principal Business address and Mailing Address for the Limited Liability

Company is hereby amended to read as follows:

3218 Westminster Drive
Boca Raton, Florida 33496

D) The following Manager is hereby REMOVED from the LLC:

1. Arthur Siegle

E) The following Manager is hereby ADDED to the LLC:

1. Karen Siegle
3218 Westminster Drive
Boca Raton, Florida 33496

IN WITNESS WHEREOF, I hereby set my hand and seal this 1st day of August, 2003.

SOUTH FLORIDA DEVELOPMENT GROUP, LLC

By:

Joshua Bock, Manager

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss:

BEFORE ME personally appeared Joshua Bock, known to me or proven to be, by producing DRIVER LICENSE as identification, the person described in and who executed the foregoing Articles of Amendment to Articles of Organization, as Manager of South Florida Development Group, LLC., and acknowledged to me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1 day of AUGUST, 2003, in the aforesaid County and State.



Nina M. Potter
Commission # DD141767
Expires Aug. 23, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

Nina M. Potter

NOTARY PUBLIC

My commission expires:

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JAMES CORPORATION
TALLAHASSEE, FLORIDA