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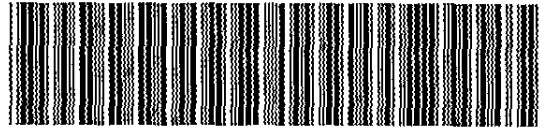
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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

RC KELLY, LLC

(Present Name)

(A Florida Limited Liability Company)

- FIRST:** The date of filing of the articles of organization was 7/23/03
- SECOND:** The following amendments to the articles of organization were adopted by the limited Liability Company:

Amend Article III to read: Principal & Mailing Address
Alice Sardell, Esq.
19500 Turnberry Way – Apt. 7A
Aventura, Florida 33180

Amend Article V to read: Members & Address
Alice Sardell, Esq.
Clement Soffer
19500 Turnberry Way – Apt. 7A
Aventura, Florida 33180

Amend Article VI to read: Manager & Address
Alice Sardell, Esq.
19500 Turnberry Way – Apt. 7A
Aventura, Florida 33180

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8/7/03
Dated



Signature of a member or authorized representative of a member

Alice Sardell, Esq.

Typed or printed name of signee