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AL

LIMITED LIABILITY AMENDMENT

PAWN SHOP LOUNGE MIAMI, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 27, 2004

PAWN SHOP LOUNGE MIAMI, LLC
701 BRICKELL AVE, STE 2050
MIAMI, FL 33131

SUBJECT: PAWN SHOP LOUNGE MIAMI, LLC
REF: L03000029345

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

**PAWN SHOP LOUNGE MIAMI, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FL

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned Company adopts the following Certificate of Amendment to its Articles of Organization:

1. The name of the limited liability company is PAWN SHOP LOUNGE MIAMI, LLC (the "Company").
2. The Articles of Organization of The Pawn Shop Lounge, LLC were filed on August 8, 2003, under Charter number L03000029345.
3. Articles of Amendment to Articles of Organization of The Pawn Shop Lounge, LLC were filed on December 3, 2003 amending the name to Pawn Shop Lounge Miami, LLC.
4. Article 1 of the Company's Articles of Organization is hereby deleted and replaced by a new Article 1, as follows:

"ARTICLE 1"

The name of the Limited Liability Company is Pawn Shop Lounge, LLC.

5. Except as hereby amended, the Articles of Organization of the Company shall remain the same.
6. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Organization as of this _____ day of May, 2004.

PAWN SHOP LOUNGE MIAMI, LLC

By:

WM(A-SRV01)FRAGARI(557480)011FGV801_DOC5/13/04

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