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Division of Corporations

Page 1 of 1

LO3000031936

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M. O'Leary AUG 7 2006

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

TL TITANO, LLC.

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on 8/20/03 and assigned document number L03000031936

SECOND: This amendment is submitted to amend the following:

The sole member/manager is now: Sagacrest Vegas, LLC., a Delaware
Limited Liability Company

Address: 1500 N. Federal Highway, Suite 200, Ft. Lauderdale, FL 33304

New Registered Agent: David B. Mankuta, Esq.

c/o Atkinson, Diner, Stone, Mankuta & Ploucha, P.A.

100 S.E. 3rd Avenue

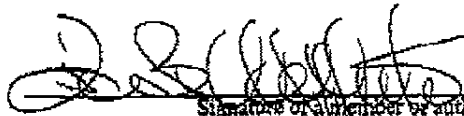
One Financial Plaza, Suite 1400

Ft. Lauderdale, FL 33394

(954) 925-5501

I, David B. Mankuta, accept service of process for the above limited
liability company. Signature: 

Dated August 1, 2006



Signature of a member or authorized representative of a member

David B. Mankuta, Esq.

Typed or printed name of signee

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Il Lugano, LLC

Minutes of Meeting of the Board of Managers

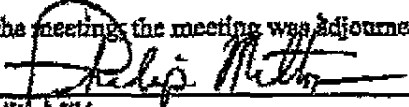
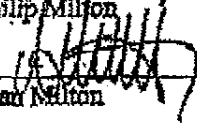
A meeting of the Board of Managers of Il Lugano, LLC, a Florida limited liability company (the "Company") was held on March 15, 2006 at Three Pickwick Plaza, Greenwich, Connecticut. There were present Mr. Philip Milton and Mr. Alan Milton, being all of the members of the Board of Managers. The members of the Board of Managers unanimously waived notice of the meeting.

The following actions were taken:

RESOLVED, that the Company admit SageCrest Vegas LLC, a Delaware limited liability company, which has purchased the membership interests in the Company as of this date, as the sole member of the Company.

The Board of Managers hereby consents to the admission of SageCrest Vegas LLC as the sole member of the Company, effective immediately.

There being no further business before the meeting, the meeting was adjourned.


Philip Milton
Alan Milton

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