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2345 BAYSHORE, L.L.C.

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CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION OF
2345 BAYSHORE, L.L.C.

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FIRST: The date of filing of the Articles of Organization was September 8, 2003.

SECOND: The following amendments to the Articles of Organization were adopted by the Limited Liability Company:

1. The following is added as a new ARTICLE IV:

Written Operating Agreement. Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

2. The following is added as a new ARTICLE V:

Voting and Non-Voting Membership Interests. The Company shall consist of ten percent (10%) of the ownership interests having voting Membership rights and ninety percent (90%) of the ownership interests have non-voting Membership rights. The holders of the ten percent (10%) voting Membership Units shall have a fiduciary duty to vote their Membership Interests based upon the same standard which applies to General Partners of a Limited Partnership in the State of Florida. The non-voting Members shall have rights as

CERTIFICATE OF AMENDMENT

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Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar # 371750
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provided under the Florida Statutes, and as would apply to the Limited Partners of a Florida Limited Partnership. The Members may designate by written agreement and/or certificate of ownership whether Membership Interests that they are acquiring are voting or non-voting, but if not specifically designated, any issued Member Interests shall be considered to be non-voting.

Dated: Feb 22, 2008

AUTHORIZED REPRESENTATIVE OR
MEMBER OF 2345 BAYSHORE, L.L.C.


ALAN S. GASSMAN

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CERTIFICATE OF AMENDMENT

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Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
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