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LIMITED LIABILITY AMENDMENT

CLASSIC SEVEN-ELEVEN, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
CLASSIC SEVEN-ELEVEN, LLC**

- FIRST:** The name of the Limited Liability Company is Classic Seven-Eleven, LLC (the "Company") filed on February 26, 2004, Charter # LD4000010302.
- SECOND:** The following amendment to the Articles of Organization was adopted by the Company.
- THIRD:** Article IV of the Company's Articles of Organization is hereby deleted and replaced by a new Article IV, as follows:

"ARTICLE IV - MANAGEMENT"

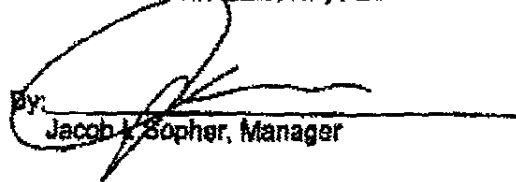
The Company is to be managed by the managers; the name and address of the initial manager(s) is:

Jacob I. Sopher
425 East 61st Street
New York, NY 10021"

- FIFTH:** Except as hereby amended, the Articles of Organization of the Company shall remain the same.
- SIXTH:** 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 28 day of May, 2004.

CLASSIC SEVEN-ELEVEN, LLC

By: 
Jacob I. Sopher, Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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