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Jonathan J. Lichtman
Member Florida and New York Bars

January 5, 2005

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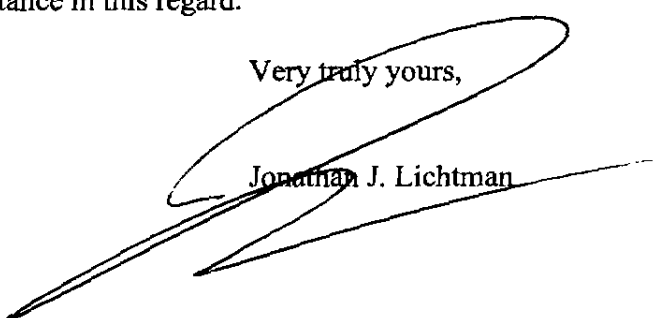
RE: 7028 NE 5th Ave., LLC

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Amendment to the Articles of Organization of 7028 NE 5th Ave., LLC, along with a check in the amount of \$55.00 made payable to the Department of State for the filing fee and the cost of a certified copy of the Amendment. Please file this Amendment as soon as possible and provide the certified copy to the undersigned.

If you have any questions or need additional information, please do not hesitate to call. Thank you for your assistance in this regard.

Very truly yours,


Jonathan J. Lichtman

JJL/mcp
Enc.

**FIRST AMENDMENT TO THE ARTICLES OF ORGANIZATION OF
7028 NE 5th AVE., LLC**

1. The name of the Corporation is 7028 NE 5th AVE., LLC, a Florida limited liability company (the "Company"), filed with the Florida Department of State on April 2, 2004, under document number L04000025155.

2. Article I of the Articles of Organization of the Company is hereby amended to read as follows:

ARTICLE I

NAME

The name of the limited liability company is Travel Bestway, LLC.

3. Article V of the Articles of Organization of the Company is hereby amended to read as follows:

ARTICLE V

MANAGEMENT

The Company is to be managed by its Sole Manager. The person who will serve as Sole Manager until the first annual meeting of Members or until her successor is elected and qualified is:

Gretel Shay
20 Island Avenue, #518
Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned Sole Manager of the Company has executed these Articles of Amendment this 27th day of December, 2004, and all such amendments shall be effective as of that date. This Amendment was adopted on December 27, 2004, by the shareholders. The number of votes cast were sufficient for approval.



GRETEL SHAY, Manager

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FILED