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GUTTENMACHER BOHATCH, P

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Division of Corporations

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LIMITED LIABILITY AMENDMENT

STRATEGIC INVESTMENT PROPERTIES, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
STRATEGIC INVESTMENT PROPERTIES, LLC,
a Florida Limited Liability Company**

FIRST: The date of the filing of the Articles of Organization was April 6, 2004.

SECOND: The following amendment of the Articles of Organization was adopted by the limited liability company:

Delete the following portion of Section 4, Management of Company:

The Limited Liability Company is to be member-managed. The name and address of the Member who is to manage is:

<u>Name</u>	<u>Address</u>
Pedro L. Zamora	2501 S. Ocean Boulevard Apartment 302 Boca Raton, FL 33432
George F. Rescigno	6267 Southwest 14 th Street West Miami, Florida 33144
Sergio Fernandez, Trustee of The Sergio Fernandez Trust, dated February 27, 1998	5772 Southwest 31 st Street Miami, FL 33155

Instead insert the following portion to Section 4, Management of Company:

The Limited Liability Company is to be member-managed. The name and address of the Member who is to manage is:

<u>Name</u>	<u>Address</u>
Pedro L. Zamora	2501 S. Ocean Boulevard Apartment 302 Boca Raton, FL 33432
George F. Rescigno, as Trustee of The George F. Rescigno Trust, dated November 14, 1999, for the benefit of George F. Rescigno and Family	6267 Southwest 14 th Street West Miami, Florida 33144
Sergio Fernandez, Trustee of The Sergio Fernandez Trust, dated February 27, 1998	6525 Southwest 134 th Drive Pinecrest, FL 33156

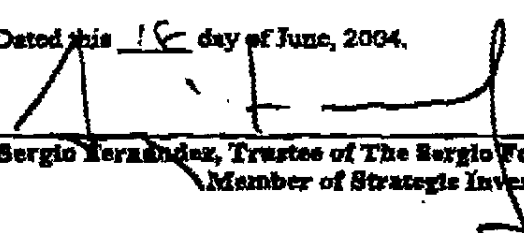
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Dated this 18 day of June, 2004.


Sergio Fernandez, Trustee of The Sergio Fernandez Trust, dated February 27, 1998
Member of Strategic Investment Properties, LLC

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