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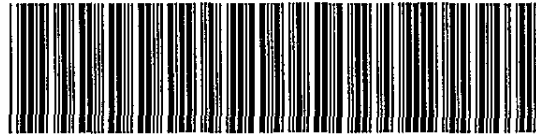
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October 13, 2004

VIA FEDERAL EXPRESS

Secretary of State
Amendment Section, Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

**Re: Arbor loan to Pivotal
Our File No. 2867-5**

Dear Sir/Madam:

Enclosed please find Article of Amendment of Pivotal Holdings, LLC and check in the amount of \$55.00 representing the filing fee for same. Please proceed to file same and return to us a certified copy in the enclosed self-addressed stamped envelope. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Sandra M. Ferrera, Esq.
SMF|llf

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF AMENDMENT
OF
PIVOTAL HOLDINGS, LLC**

Pursuant to the provisions of Section 608.411, of the Florida Limited Liability Company Act, as amended (the "Act"), the undersigned Company adopts the following Article of Amendment to its Articles of Organization:

FIRST: This Article amends the Articles of Organization of PIVOTAL HOLDINGS, LLC (the "Company").

SECOND: The Articles of Organization were filed with the Florida Department of State on April 30, 2004, under Document No. L04000033327.

THIRD: This Article of Amendment was adopted by all the Members of the Company.

FOURTH: The Company's Articles of Organization are hereby amended as follows:

a. Article II of the Company's Articles of Organization is deleted in its entirety and replaced with the following Article II:

The mailing address and street address of the principal office of the Company is c/o AI & Boymelgreen of Florida, LLC, 700 Pacific Avenue, Suite 121, Brooklyn, New York 11217.

b. Article IV of the Company's Articles of Organization is deleted in its entirety and replaced with the following Article IV:

The Company is to be managed by its Manager; the name and address of its sole manager is: Jeshayahu Boymelgreen, 444 Brickell Avenue, Suite 650, Miami, Florida 33131.

FIFTH: Except as hereinabove amended the Company's Articles of Organization shall remain the same.

IN WITNESS WHEREOF, this Article of Amendment has been duly executed and is being filed in accordance with Section 608,411, Florida Statutes, this 11th day of October, 2004.

Pivotal Holdings, LLC

By: 

Jeshayahu Boymelgreen, as Manager

CONSENT BY MEMBERS

To evidence our consent we hereby execute this Consent, which may be executed in counterparts, each of which shall be deemed to be an original, but all of which shall be deemed to be one and the same document.

H&H Florida Investments, LLC (a "Member")

By: 

Jacob L. Sopher, Manager

AI & Boymalgreen of Florida, LLC (a "Member")

By: 

Ieshayahu Boymalgreen, a Manager

By: 

Pinchas Cohen, a Manager

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