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LIMITED LIABILITY AMENDMENT

CATALINA HOTEL, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
CATALINA HOTEL, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

THESE ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION of CATALINA HOTEL, LLC, A FLORIDA LIMITED LIABILITY COMPANY (the "Company") is dated as of this 27th day of July, 2004.


Alan Lieberman, the Managing Member of the Company, desiring to amend the Articles of Organization of the Company originally filed on May 3, 2004 with an effective date of April 28, 2004, hereby agrees that the Articles of Organization of the Company, as previously amended, is hereby amended as follows:

1. The Company has created and does hereby create the office of "Vice President" and the following individual has been, and is hereby, elected to the office of "Vice President" of the Company to serve at the discretion of the Managing Member:

TODD GLASER
828 WASHINGTON AVENUE
MIAMI BEACH FL 33139

2. Except as set forth herein, the Articles of Organization the Company, as filed, are hereby reaffirmed in full.

Dated as of this 27th day of July, 2004



Alan Lieberman
Sole Member
Managing Member

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