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(Address)

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(City/State/Zip/Phone #)

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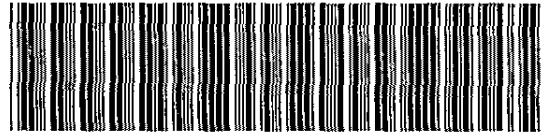
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. O'Connell FEB 12 2007

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Harbourage 902, LLC, a Florida limited liability company  
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

James B. Abril, Esquire  
(Name of Person)

Murray & Simmons, LLP  
(Firm/Company)

1401 East Broward Boulevard, Suite 200  
(Address)

Fort Lauderdale, Florida 33301  
(City/State and Zip Code)

For further information concerning this matter, please call:

James B. Abril, Esquire at ( 954 ) 467-2000  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |  |  |
|--|--|--|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|--|--|--|--|

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**CERTIFICATE OF AMENDMENT TO ARTICLES OF  
ORGANIZATION OF HARBOURAGE 902, LLC,  
a Florida limited liability company**

THE UNDERSIGNED, Managing Member of Harbourage 902, LLC, a Florida limited liability company (the "Company"), does hereby certify:

That the Managing Member and all Members of the Company, at a meeting duly convened and held on or about December 1, 2006, adopted resolutions to amend the Articles of Organization as follows:

Pursuant to that certain Stipulation of Settlement dated November 13, 2006, Case No. 05-18229(04), as filed in the Circuit Court of the 17<sup>th</sup> Judicial Circuit, in and for Broward County, Florida, Suzanne Ataliotis transferred, sold, assigned and conveyed all of her interest in and to the Company to Dr. Selvin Passen, as evidenced by Assignment of Membership Interest of Harbourage 902, LLC attached hereto as Exhibit "A", and in conjunction therewith, Suzanne Ataliotis resigned as Member and Managing Member of the Company as evidenced by the Resignation of Member, Managing Member or Manager from Florida or Foreign Limited Liability Company attached hereto as Exhibit "B".

Effective as of December 1, 2006, Dr. Selvin Passen, subsequently assigned, sold, conveyed and transferred a portion of his interest in and to the Company as follows:

Passen Enterprises, LLC, a Nevada limited liability company	99%
Sylvia Passen	.5%

as evidenced by Assignment of Limited Liability Company Membership Interest attached hereto as Exhibit "C".

Passen Enterprises LLC, a Nevada limited liability company has been appointed as the new and sole Managing Member.

The undersigned does hereby certify that as of the date hereof, the following are the only Members and/or Managing Member of the Company and their interest(s) in the Company are as follows:

Passen Enterprises LLC, sole Managing Member	99%
Dr. Selvin Passen	.5%
Sylvia Passen	.5%

IN WITNESS WHEREOF, the undersigned Managing Member of the Company has executed this Certificate of Amendment this 6<sup>th</sup> day of FEBRUARY, 2007.

Passen Enterprises LLC, a Nevada limited liability company, Managing Member

By: [Signature]  
Selvin Passen, MD, Manager

STATE OF Florida  
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 6 day of February, 2007, by Selvin Passen, MD, Manager of Passen Enterprises, LLC, a Nevada limited liability company, Managing Member of Harbourage 902, LLC, a Florida limited liability company, who is personally known to me or who has produced his \_\_\_\_\_ as identification.



Wendy D Ellis  
My Commission DD198082  
Expires March 30, 2007

[Signature]  
NOTARY PUBLIC  
My Commission Expires:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**EXHIBIT "A"**

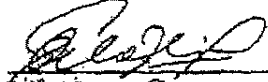
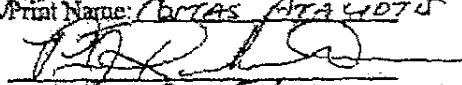
**ASSIGNMENT OF MEMBERSHIP INTEREST  
OF HARBOURAGE 902, LLC  
SEPARATE FROM MEMBERSHIP CERTIFICATE**

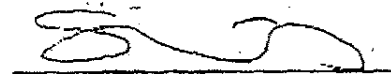
FOR VALUE RECEIVED, the undersigned, Suzanne Ataliotis (the "Assignor"), hereby grants, bargains, sells, assigns and transfers to Dr. Selvin Passen, (the "Assignee"), all of Assignor's right, title and interest in and to the Membership Interest (as defined below), and does hereby irrevocably constitute and appoint Adorno & Yoss, P.A. as attorney-in-fact to transfer said Membership Interest on the books of Harbourage 902, LLC, a Florida limited liability company (the "Company"), with full power of substitution in the premises. For purposes hereof, the term "Membership Interest" means all of the Assignor's right, title and interest in Assignor's membership interest in the Company.

Dated: December 1, 2006

Witnesses:

ASSIGNOR:

  
Print Name: SUZANNE ATALIOTIS  
  
Print Name: P.S. ROBERTSON

  
Suzanne Ataliotis

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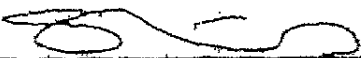
**EXHIBIT "B"**



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**RESIGNATION OF MEMBER, MANAGING MEMBER OR MANAGER  
FROM FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: Harbourage 902, LLC
2. This limited liability company was organized under the laws of:  
Florida
3. The Florida document/registration number of this limited liability company is:  
L04000057974
4. I, Suzanne Atalotis, hereby resign as a Member and Managing Member  
(Print Name of Person Resigning) (Print Title)  
of this limited liability company and affirm the limited liability company has been notified of my resignation in writing.

  
Signature of Resigning Member, Managing Member or Manager

Filing Fee: \$25.00 (Required)  
Certified Copy: \$30.00 (Optional)

**EXHIBIT "C"**

**ASSIGNMENT OF LIMITED LIABILITY COMPANY MEMBERSHIP INTEREST**

THIS ASSIGNMENT ("Assignment") is made and entered into as of December 1, 2006, by Selvin Passen, MD ("Assignor") in favor of Passen Enterprises LLC, a Nevada limited liability company ("Passen Enterprises") and Sylvia Passen ("Sylvia").

**RECITALS:**

WHEREAS, Assignor is the owner and holder of one hundred (100%) percent of the Membership Interest in Harbourage 902, LLC, a Florida limited liability company ("Harbourage"); and

WHEREAS, Assignor has agreed to sell, transfer, convey and assign 99% of his Membership Interest in and to Harbourage to Passen Enterprises; and

WHEREAS, Assignor has agreed to sell, transfer, convey and assign .5% of his Membership Interest in and to Harbourage to Sylvia.

NOW, THEREFORE, for and in consideration of the sum of Ten and 00/100 Dollars (\$10.00) and other good and valuable consideration paid by Assignee to Assignor, Assignor hereby agrees as follows:

1. Assignor, at or before the ensealing and delivery of these presents, has granted, bargained, sold, assigned, transferred and set over and by these presents does grant, bargain, sell, assign, transfer and set over unto Passen Enterprises, 99% of Assignor's right, title and interest in and to Harbourage.
2. Assignor, at or before the ensealing and delivery of these presents, has granted, bargained, sold, assigned, transferred and set over and by these presents does grant, bargain, sell, assign, transfer and set over unto Sylvia, .5% of Assignor's right, title and interest in and to Harbourage.

IN WITNESS WHEREOF, Assignor has executed this Assignment.

Signed, sealed and delivered  
in the presence of:

Wanda D. Ellis  
Malinda

ASSIGNOR:

Selvin Passen, M.D.  
Selvin Passen M.D.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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