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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT**1602-3 BISCAYNE LANDING, LLC**

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TALLAHASSEE, FLORIDA

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ADAM R. SCHIFFMAN, P.A.
ATTORNEYS AT LAW
CONCORDE CENTRE II • SUITE 900
2999 NORTHEAST 191 STREET
AVENTURA, FLORIDA 33180
DADE (305) 682-1328
FAX (305) 682-0063

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TELEFAX NUMBER: (850) 205-0383

FROM:

ADAM R. SCHIFFMAN, ESQUIRE

(The original of this document is being retained by the sender but will be transmitted by mail upon request).

OUR FILE #: 1602-3 Biscayne Landing, LLC

DATE: December 20, 2004

TOTAL NUMBER OF PAGES (INCLUDING TRANSMITTAL SHEET): 4

COMMENTS: See attached.

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ARTICLES OF AMENDMENT
OF
1602-3 BISCAYNE LANDING, LLC

1. The name of the company 1602-3 BISCAYNE LANDING, LLC
2. The Articles of Organization of the Company were filed with the Florida Department of State on September 1, 2004 under Document Number L04000066955.
3. The following amendment to the Articles of Organization were adopted by unanimous consent of the company's members at a meeting held on December 16, 2004:
 - A. That Article I of the Articles is hereby modified to provide that the Company's Name shall be:

ASRE HOLDINGS, LLC
 - B. That Article VIII of the Articles is hereby modified to provide that the Manager of the Company shall be AVNER ELIMELECH, whose address is c/o Adam R. Schiffman, P.A., 2999 N.E. 191 Street, Suite 900, Aventura, Florida 33180.
 - C. That the amendments made hereunder shall be effective, as allowed by Florida law, on the earlier of (i) the date hereof, or (ii) the date of filing of these Articles of Amendment with the Florida Department of State.

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IN WITNESS WHEREOF, the Manager of the Company has executed these Articles of Amendment this 16th day of December, 2004.



ADAM R. SCHIFFMAN, ESQUIRE, as Manager

STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

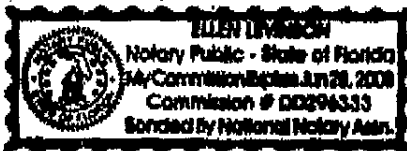
BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Adam R. Schiffman, Esquire, known to me and known to be the person who, as Manager, executed the foregoing Articles of Amendment, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 16th day of December, 2004.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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NOTARY OF STATE
IN THE STATE OF FLORIDA

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