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ARTEPARK SOUTH DEVELOPMENT LLC

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
ARTEPARK SOUTH DEVELOPMENT LLC**

The Articles of Organization of ArtePark South Development LLC (the "Company") were filed on October 20, 2004, and assigned Florida document number L04000076071.

This Amendment is submitted to amend the following:

- A. The new mailing address for the Company is:

ArtePark South Development LLC
119 Washington Avenue
Suite 101
Miami Beach, Florida 33139

- B. The following Manager has resigned as manager and should be removed from the records of the Department of State:

Arte Museum, Inc.
119 Washington Avenue
Suite 500
Miami Beach, Florida 33139

- C. The new Manager of the Company and its address is:

ArteCity Management LLC
119 Washington Avenue
Suite 101
Miami Beach, Florida 33139

- D. The effective date of this Amendment is the date of filing.

The undersigned have signed this Amendment on behalf of the Manager of the Company this May 15, 2008.

Manager:

ArteCity Management LLC

By: 
Alessandro Ferretti, Manager

By: 
Claudio Benedetti, Manager

C:\Documents and Settings\Alessandro Ferretti\Local Settings\Temporary (Internet Files)\OLK56\AmendmentArteParkSouthDevelopment LLC 5-14-08.doc

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