

Division of Corporations

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**Florida Department of State
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DIVISION OF CORPORATIONS

LIMITED LIABILITY AMENDMENT

ATLANTIC AVENUE INVESTMENTS, LLC

Certificate of Status	0
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**ARTICLE OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
ATLANTIC AVENUE INVESTMENTS, LLC**

THIS IS TO CERTIFY THAT:

FIRST: This Article amends the Articles of Organization of ATLANTIC AVENUE INVESTMENTS, LLC (the "Company").

SECOND: The Articles of Organization were filed with the Florida Department of State on November 23, 2004.

THIRD: Article IV of the Articles of Organization is amended to read as follows:

"ARTICLE IV c Management

The Company shall be managed by its members.

The names and addresses of the members and managing member are set forth below:

<u>Name & Address</u>	<u>Title</u>	<u>Membership Percentage Share</u>
Lang Baumgarten 2891 Coacoochee Street Miami, Florida 33133	Managing Member	66.67%
Russell Greer 4429 East Brookhaven Drive Atlanta, GA 30319	Member	33.33%

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All decisions and actions of the Company shall be authorized by vote of a member holding 50.01% or more of the Membership Percentage Shares, and any higher percentage vote and/or consent of any or all members is hereby waived, except to the extent that applicable law prohibits or invalidates such waiver as to any action or decision of the Company.

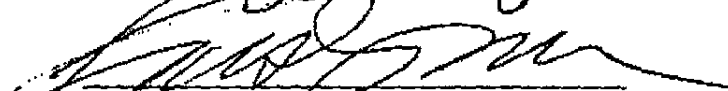
The managing member shall have full, exclusive and complete discretion, power and authority, subject in all cases to these Articles of Organization, any operating agreement, and the requirements of applicable law, to manage, control, administer, and operate the business and affairs of the Company and to make all decisions affecting such business and affairs. No person other than the managing member, or officers of the Company appointed by him in writing from time to time, shall have any right or authority to act for or bind the Company except as required by law. Except as set forth above in this paragraph, pursuant to Section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

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IN WITNESS WHEREOF, this Article of Amendment has been duly executed and is being filed in accordance with Section 608.4aa F.S., this 1 day of June, 2005.


Lang Baumgartner, Managing Member


Russell Greer, Member

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