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Division of Corporations

RATNER & TOBIN, LLP

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FLORCAN DEVELOPMENT, LLC

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November 30, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FLORCAN DEVELOPMENT, LLC
6431 COW PEN ROAD
MIAMI LAKES, FL 33014

SUBJECT: FLORCAN DEVELOPMENT, LLC
REF: L05000005112

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
FLORCAN DEVELOPMENT, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

THESE ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION FLORCAN DEVELOPMENT, LLC, A FLORIDA LIMITED LIABILITY COMPANY (the "Company") are dated as of the 21st day of November, 2007.

FIRST: The Articles of Organization of the Company were filed on January 14, 2005 and assigned document number L05000005112.

SECOND: HIGHLAND OAM LLC previously resigned as Manager of the Company, and **CHICAGO HIGHLAND PARTNERS, LLC**, an Illinois limited liability company, was previously elected as an additional Manager of the Company.

THIRD: CAMBRIDGE HIGHLAND BREACH LLC and **CHICAGO HIGHLAND PARTNERS, LLC** hereby resign as Managers of the Company.

FOURTH: The following have been elected as the only **Managers** of the Company and are the only current Members of the Company:

HIGHLAND M, LLC, a Florida limited liability company
6431 COWPEN ROAD
HIALEAH FL 33014

LUSTIGMAN HOLDINGS, LLC, an Illinois limited liability company
100 University Boulevard
Suite #9
Denver Colorado 80209

FOURTH: The following is substituted as the only Registered Agent of the Company:

RATNER & TOBIN, LLP
1800 Sunset Harbour Drive
Marina Suite #2
Miami Beach, FL 33139

Except as set forth herein, the Articles of Organization the Company, as filed, are hereby reaffirmed. This document has been duly executed and filed in accordance with Florida Statutes §608.411

[SIGNATURE PAGE FOLLOWS]

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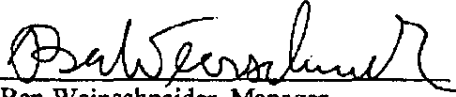
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SIGNATURE PAGE TO
ARTICLES OF AMENDMENT OF FLORCAN DEVELOPMENT, LLC
(May be executed in counterpart, Facsimile and PDF/Scanned Signatures are deemed to be originals)

Dated as of November 21st, 2007

CHICAGO HIGHLAND PARTNERS, LLC,
an Illinois limited liability company, resigning Member and resigning Manager

By: 
Ben Weinschneider, Manager

CAMBRIDGE HIGHLAND BREACH, LLC,
a/k/a **CAMBRIDGE HIGHLAND BEACH, LLC,**
a Florida limited liability company, resigning Member and resigning Manager

By: 
Ben Weinschneider, Manager

HIGHLAND OAM, LLC,
a Florida limited liability company,
Former Member and Resigning Manager

By: _____
Ari P. Meltzer, Manager.

HIGHLAND M, LLC,
a Florida limited liability company,
New Member and New Manager

By: _____
Ari P. Meltzer, Manager.

LUSTIGMAN HOLDINGS, LLC,
a Colorado limited liability company
New Member and New Manager

By: _____
Sean Lustigman, Manager

REGISTERED AGENT:
RATNER & TOBIN, LLP
By: Charles Ratner, P.A., Partner

By: _____
Charles H. Ratner, President

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SIGNATURE PAGE TO
ARTICLES OF AMENDMENT OF FLORCAN DEVELOPMENT, LLC
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Dated as of November 21st, 2007

CHICAGO HIGHLAND PARTNERS, LLC,
an Illinois limited liability company, resigning Member and resigning Manager

By: _____
Ben Weinschneider, Manager

CAMBRIDGE HIGHLAND BREACH, LLC,
a/k/a **CAMBRIDGE HIGHLAND BEACH, LLC,**
a Florida limited liability company, resigning Member and resigning Manager

By: _____
Ben Weinschneider, Manager

HIGHLAND OAM, LLC,
a Florida limited liability company,
Former Member and Resigning Manager

By: 
Ari P. Meltzer, Manager.

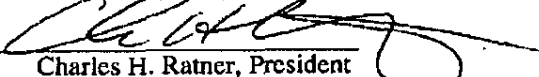
HIGHLAND M, LLC,
a Florida limited liability company,
New Member and New Manager

By: 
Ari P. Meltzer, Manager.

LUSTIGMAN HOLDINGS, LLC,
a Colorado limited liability company
New Member and New Manager

By: 
Scott Lustigman, Manager
Shown

REGISTERED AGENT:
RATNER & TOBIN, LLP
By: Charles Ratner, P.A., Partner

By: 
Charles H. Ratner, President

ARTICLES OF AMENDMENT- FLORCAN

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