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LIMITED LIABILITY AMENDMENT

BEACH INTERNATIONAL PROPERTIES, LLC

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6/15/2005

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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF BEACH INTERNATIONAL PROPERTIES, LLC

FIRST:

The date of filing of the Articles of Organization of BEACH INTERNATIONAL

PROPERTIES, LLC was January 26, 2005.

SECOND:

The following amendments to the Articles of Organization of BEACH INTERNATIONAL

PROPERTIES, LLC were adopted by the limited liability company:

"ARTICLE II is hereby amended to change the street address of principal office and mailing address of the Limited Liability Company to 3722 N.E. 200 Street, Aventura, FL 33180;

ARTICLE IV is hereby amended to change the street address of the Registered Agent to 3722 N.E. 200 Street, Aventura, FL 33180; and

ARTICLE V is hereby amended to change the managers to Stuart Drossner, as Manager, 3722 N.E. 200 Street, Aventura, FL 33180, and Barry Drossner, as Manager, 3722 N.E. 200 Street, Aventura, FL 33180."

DATED this the 15 day of June, 2005.

From: FAXmaker

Signature of a member or authorized representative of a member

Stuart Drossner, Manager

Typed or printed name of signee

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