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Account Name : TURNBERRY ASSOCIATES
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LIMITED LIABILITY AMENDMENT

JEWELERS MARKET LLC

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
JEWELERS MARKET, LLC**

Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida limited liability company ("Company"), whose articles were filed with the Florida Department of State on February 3, 2005, adopts the following articles of amendment to its Articles of Organization:

FIRST: The date of filing of the articles of organization was February 3, 2005.

SECOND. The following amendments to the articles of organization were adopted by the Company:

Section IV. Registered Agent.

The name and address of the initial registered agent of the Company in the State of Florida is Kenneth R. Bernstein, 19501 Biscayne Boulevard, Suite 400, Aventura, FL 33180.

Section VII. Management.

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Regulations of the Company, the day-to-day management of the Company is reserved to the Member, whose name and address is:

Jacquelyn Soffer

19501 Biscayne Boulevard, Suite 400
Aventura, FL 33180

Dated: June 10, 2005

By:

Kenneth R. Bernstein

Name:

Kenneth R. Bernstein

Title:

Authorized Agent

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN SECTION IV OF THESE ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 10th day of June, 2005

Kenneth R. Bernstein
Kenneth R. Bernstein

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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