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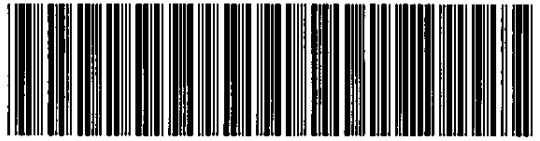
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Corporation Name(s) & Document number(s)

1) PRIMEAL SE 8th ST LLC LOS000017AS

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New Filings	Amendment	Qualification
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___ LTD	___ Merger	___ LTD

Other:

___ Annual Report ___ Fictitious Name ___ Reinstatement



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TALLAHASSEE, FLORIDA

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Other:

___ Annual Report

___ Fictitious Name

___ Reinstatement

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
PRIME FL SE 8TH ST LLC
(A Florida Limited Liability Company)**

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Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the following provisions of the Articles of Organization of PRIME FL SE 8TH ST LLC, a Florida limited liability company (the "Company"), filed with the Florida Secretary of State on February 22, 2005, and bearing Document #L05000017795, are hereby amended as shown below:

1. Article II of the Articles of Organization of this Company is amended to read in its entirety as follows:

ARTICLE II - Address:

The mailing and street address of the principal office of the Company is as follows:

Attn: Denis Fishman
1250 E. Hallandale Beach Blvd., Suite 605
Hallandale, FL 33009

2. Article IV of the Articles of Organization of this Company is amended to read in its entirety as follows:

ARTICLE IV - Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

MGRM Prime Development FLA LLC
 Attn: Denis Fishman
 1250 E. Hallandale Beach Blvd., Suite 605
 Hallandale, FL 33009

3. Article V is hereby added to the Articles of Organization of this Company as follows:

ARTICLE V - Members:

The names of each of the members are as follows:

Prime Development FLA LLC
Rita Aydogdu
Ekaterina Dzadzamia
Global Assets Inc.

The foregoing amendments were adopted by the Managing Member and the majority in interest of the Members pursuant to the terms of the Company's Operating Agreement. The number of votes cast for the amendment to the Company's Articles of Organization was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 29th of December, 2006.

**PRIME DEVELOPMENT FLA LLC,
A Florida Limited Liability Company
Managing Member**

By:  _____
Guennadi Oks, Managing Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)