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Kimberly Moret X 2949

Corporation Name(s) & Document number(s)

1) Prime PB Vesuvio LLC 105000031216

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Amendment

Qualification

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XX Amendment

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____ NFP

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____ LLC

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____ Merger

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Other:

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Account Number: 072100000032

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Cost Limit: 55.00

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Contact: Kimberly Moret X 2949

Corporation Name(s) & Document number(s)

1) PRIME PB VESUVIO LLC 105000031216

2) _____

3) _____

4) _____

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Type of Filings:

New Filings	Amendment	Qualification
____ Profit	<u>XX</u> Amendment	____ Profit
____ NFP	____ COA	____ NFP
____ LLC	____ Dissolution/Withdrawal	____ LLC
____ LTD	____ Merger	____ LTD

Other:

____ Annual Report

____ Fictitious Name

____ Reinstatement

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
PRIME PB VESUVIO LLC
(A Florida Limited Liability Company)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the following provisions of the Articles of Organization of PRIME PB VESUVIO LLC, a Florida limited liability company (the "Company"), filed with the Florida Secretary of State on March 30, 2005, and bearing Document #L05000031216, 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
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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
Dimitriy Vernitskiy
South Atlantic Associates
YF Capital Funding LLC
Rita Aydogdu

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.)