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(Requestor's Name)

Gary B. Davenport, P.A.

PO Box 1012
Flagler Beach, FL 32136-1012

(Address)

(City/State/Zip/Phone #)

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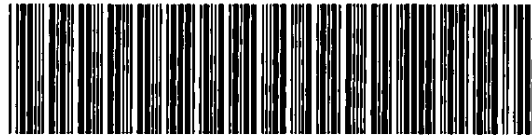
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gary B. Davenport, P.A.
Attorney

August 28, 2006

Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301


RE: Amendment Number One to Articles of Organization for
Portofino Development Group, LLC

Ladies/Gentlemen:

Enclosed you will find an original and one copy of the above-referenced
Amendment Number One together with our check in the amount of \$25.00 representing
the filing fee. If all is in order, please file the Amendment and return a copy to my office.

If you have any questions, please call me. Thank you for your cooperation.

Sincerely,



Gary B. Davenport

GBD/shw

cc: Victor Tulchinsky
Joseph Brifman

Enclosures

S:\Tulchinsky, Victor\Condominium Docs\Dept of State letter to file Amendment.doc

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TALLAHASSEE, FLORIDA

**AMENDMENT NUMBER ONE TO
ARTICLES OF ORGANIZATION**

OF

PORTOFINO DEVELOPMENT GROUP, LLC

Pursuant to the provisions of Florida Statute 608.411 of the Florida Limited Liability Act, the undersigned Company adopts the following Articles of Amendment of its Articles of Organization:

FIRST: The name of the limited liability company is: Portofino Development Group, LLC

SECOND: The date of filing of the Articles of Organization was: August 9, 2005

THIRD: The Articles of Organization of Portofino Development Group, LLC are hereby amended as follows:

ARTICLE II

The street address of the principal office of the Limited Liability Company is:

4867 Palm Coast Parkway, NW, Suite 1
Palm Coast, Florida 32164

The mailing address of the Limited Liability Company is:

4867 Palm Coast Parkway, NW, Suite 1
Palm Coast, Florida 32164

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TALLAHASSEE, FLORIDA

ARTICLE V

The name and address of the managing members/managers are:

Victor Tulchinsky
5 Eastlake Drive
Palm Coast, FL 32137

Joseph Brifman
17 Osprey Circle
Palm Coast, FL 32164


Dina Brifman
17 Osprey Circle
Palm Coast, FL 32164

The foregoing Amendments were adopted by the members of the Company on the ____ day of August, 2006.

The aforesaid Amendments to the Articles of Organization of Portofino Development Group, LLC shall become effective upon filing of this Amendment with the Department of State.

DATED: 8/23/06, 2006.

PORTOFINO DEVELOPMENT GROUP, LLC

By: 
Victor Tulchinsky

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