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LIMITED LIABILITY AMENDMENT

BPW PERSHING, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
BPW Pershing, LLC**

The undersigned, as a Member and Managing member of BPW Pershing, LLC, hereby executes these Articles of Amendment to the Articles of Organization of BPW Pershing, LLC, and states the following:

1. The Articles of Organization of BPW Pershing, LLC, a Florida limited liability company, were filed on August 9, 2005, and assigned document number L050000783~~33~~ 42.
2. Article VI shall be added to the Articles of Organization to read as follows:

Article VI
MANAGING MEMBER

The name and address of the managing member of the Company is Carlos Sciortino, 1881 W. Fairbanks Ave., Winter Park, FL 32789.

3. This Amendment was adopted on the 21st day of November, 2005, by unanimous approval of the Members.

IN WITNESS WHEREOF, the undersigned, as a Member and the managing member of this limited liability company, has executed these Articles of Amendment this 21st day of November, 2005.

BPW Pershing, LLC

By: _____

Carlos Sciortino
Member and Managing Member

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