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L05-86242  
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# ALAYON & ASSOCIATES, P. A.

ATTORNEYS AND COUNSELORS AT LAW  
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL., FED. SO. DIST, 11<sup>TH</sup> CIR & T.C.)  
ISABEL C. DIAZ (FL. & FED.)  
JOSE A. SOCORRO (FL.)  
JORGE E. ISAAC (FL.)

REPLY TO: X

4551 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33146  
TEL: (305) 221-2110  
FAX: (305) 221-5321

GARY S. BROOKS (FL. & FED.)\*  
DAVID S. WIEDER (FL. & FED.)\*

INGRAHAM BLDG., STE. 1135  
25 SOUTHEAST 2<sup>ND</sup> AVENUE  
MIAMI, FLORIDA 33131-1506  
TEL. (305) 373-5444

\*OF COUNSEL

September 1, 2005

## VIA FEDERAL EXPRESS

Ms. Gretchen Harvey  
State of Florida, Division of Corporations  
Registration Section  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: 46 St. Warehouse, LLC  
46 St. Warehouse, Inc.**

Dear Gretchen:

Enclosed please find the following:

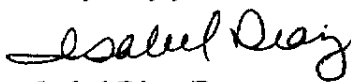
1. Amendment to Articles of Organization for 46 St. Warehouse, LLC
2. Check in the amount of \$25.00 for Amendment
3. Articles of Incorporation for 46 St. Warehouse, Inc.
4. Check in the amount of \$78.75 for the filing of the Corporation

PLEASE SEND ME THE ORIGINALS VIA FEDERAL EXPRESS WITH THE ENCLOSED  
FEDERAL EXPRESS AIRBILL FOR FRIDAY DELIVERY

Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help in this matter.

Very truly yours,



Isabel Diaz, Esq.

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SECTION OF  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF

46 St. Warehouse, LLC

(Present Name)  
(A Florida Limited Liability Company)

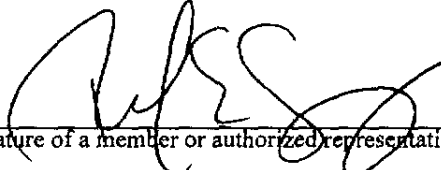
FIRST: The Articles of Organization were filed on 8/31/05 and assigned document number LO5000086242

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

See attached Exhibit "A."

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Dated August 31, 2005.



Signature of a member or authorized representative of a member

Ricardo E. Suarez

Typed or printed name of signee

Filing Fee: \$25.00

**EXHIBIT "A"**

**AMENDMENT TO ARTICLES OF ORGANIZATION**

**46 ST. WAREHOUSE, LLC**

**Article III, entitled Capital Contributions, shall be amended in its entirety to read as follows:**

Capital contributions shall be paid to the limited liability company by the members as follows:

46 St. Warehouse, Inc.	5%
Ricardo E. Suarez	20%
Juan J. Suarez	25%
Eddie Gonzalez	25%
Eddie Gonzalez, Sr.	25%

Contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in amounts equal to aforementioned shares.

**Article IV, entitled Profits and Losses, shall be amended in its entirety to read as follows:**

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operating of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company as follows:

46 St. Warehouse, Inc.	5%
Ricardo E. Suarez	20%
Juan J. Suarez	25%
Eddie Gonzalez	25%
Eddie Gonzalez, Sr.	25%

The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company.

2. Losses. All losses that occur in the operating of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

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**Article VIII, entitled Management, shall be amended in its entirety to read as follows:**

Management of this limited liability company is reserved to one of its members, who shall serve until the first annual meeting of members or until its successors are elected and qualify, whose name and address is as follows:

46 St. Warehouse, Inc.  
4551 Ponce de Leon, Blvd.  
Coral Gables, Florida 33146

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