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EMPIRE SOUTH, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
EMPIRE SOUTH, LLC**

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, Empire South, LLC adopts these Articles of Amendment:

FIRST: The name of the limited liability company is Empire South, LLC (the "Company") and the assigned document number is L05000103796.

SECOND: The Articles of Organization were filed on October 20, 2005.

THIRD: Article IV of the Articles of Organization is hereby deleted in its entirety, and the following is inserted into its place:

**ARTICLE IV
MANAGER(S) OR MANAGING MEMBER(S)**

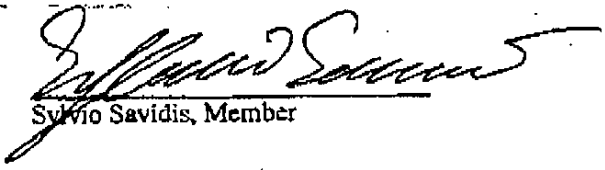
The name and address of each Manager or Managing Member is as follows:

Manager	Lydia Savidis 568 West 184 th Street New York, NY 10033
Manager	Sylvio Savidis 568 West 184 th Street New York, NY 10033
Manager	Rena Martinolich 1285 Avenue of the Americas, 3 rd Fl New York, NY 10019

FOURTH: The foregoing amendment was adopted and approved by the Member(s) of the Company by written consent without a meeting, effective on August 1, 2006.

FIFTH: The foregoing amendment is effective on August 1, 2006.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 17th day of August, 2006.


Sylvio Savidis, Member

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