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**AMENDMENT
TO
ARTICLES OF ORGANIZATION OF
PLUSH, L.L.C.**

FIRST: The date of filing of the Articles of Organization was Nov. 17, 2005.

SECOND: The following amendments to the Articles of Organization were adopted by the Limited Liability Company:

ARTICLE III - Membership Units:

The company will have two classes of Membership Interests, being Class A voting Membership Interests and Class B non-voting Membership Interests. There will **100,000 authorized Class A voting Membership Interests**, and **50,000 authorized Class B nonvoting Membership Interests**. Each Membership Interest will have the same rights as to percentage ownership and for all other purposes, except that only the Class A Membership Interests will have the right to vote.

Dated: December 15, 2005

AUTHORIZED REPRESENTATIVE OR
MEMBER OF PLUSH, L.L.C.


ALAN S. GASSMAN

JACCA DBRON, JACKPLUSH, L.L.C Articles of Amendment.1.wpd
js 12/15/05

CERTIFICATE OF AMENDMENT

Alan S. Gassman, Esquire
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