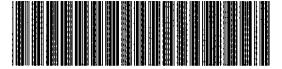
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Examiner's Initials

CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION OF

FLACKS COLLECTIBLES, LLC, a Florida limited liability company

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

- 1. The name of the limited liability company is FLACKS COLLECTIBLES, LLC (the "Company").
- 2. The Articles of Organization were filed on November 21, 2005, and assigned document number L05000112424.
- 3. The Amendments to the Articles of Organization set forth below were adopted by all of the Managers of the Company.
- 4. The Company's Articles of Organization are hereby amended as follows:

ARTICLE II

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

7921 Fisher Island Drive Miami, Florida 33109

The mailing address of the Limited Liability Company is:

7921 Fisher Island Drive Miami, Florida 33109

ARTICLE IV

The name and Florida street address of the registered agent is:

Michael Flacks 7921 Fisher Island Drive Miami, Florida 33109

5. Except as hereby amended, the Articles of Organization of the Company shall remain the same.

[this space intentionally let blank. Signature page to follow.]



IN WITNESS WHEREOF, the undersigned Manager has executed this Certificate of Amendment as of the date hereinabove set forth.

COMPANY:

FLACKS COLLECTIBLES, LLC

By: TIFFANY & SAMANTHA, INC.,

its Manager

By:

Deborah Dowesk, Authorized Representati

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608. Dated this 9th day of November, 2006.

Michael Flacks

Registered Agent