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HRK HOLDINGS, LLC

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**SECOND AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
HRK HOLDINGS, LLC**

(Document No. L06000013760)

Pursuant to the provisions of Section 608.411 and 608.4231 of the Florida Limited Liability Company Act, this Florida limited liability company, whose name is HRK Holdings, LLC (the "Company"), adopts the following Second Amendment to its Articles of Organization which amends the Company's Articles of Organization filed on February 7, 2006 and the Amendment to Articles of Organization filed on March 14, 2006, to delete the existing Article VI, Limitations on Business of Company, and Article VII, Limitations on Activities in their entirety, and to substitute the following in lieu thereof:

ARTICLE VI

Limitations on Business of Company

Until the indebtedness owed by the Company to AmSouth Bank ("Lender"), under the Promissory Note dated July 31, 2006 (the "*Promissory Note*"), executed by the Company in favor of Lender, the Mortgage, Security Agreement and Fixture Filing dated July 31, 2006, executed by the Company, (the "*Mortgage*"), the Term Loan Agreement Dated July 31, 2006 by and between Lender and Company (the "*Term Loan Agreement*") and other related documents (collectively, the "*Indebtedness*") has been paid in full (as determined by the Lender), the Company shall be operated for the sole purpose of owning, holding and maintaining that Mortgaged Property (as defined in the Mortgage), and, subject to the terms and conditions in the Mortgage and the Other Loan Documents (as defined in the Mortgage), improving, leasing or selling some or all of the Mortgaged Property.

ARTICLE VII

Limitations on Activities

Until the Indebtedness has been paid in full (as determined by the Lender), the Company shall not: (a) amend its Articles of Organization; (b) amend its Operating Agreement; (c) have any managers other than Gary Kania, William F. Harley, and Scott Rosenzweig, or any members other than Gary Kania, Scott Rosenzweig, and William F. Harley, III; and (d) dissolve, liquidate (partially or completely), consolidate, or merge.

The Company shall: (i) hold its assets in its own name and not commingle its assets with those of any other entity; (ii) conduct its own business in its own name; (iii) maintain bank accounts, books, records, accounts, and financial statements separate from any other entity; (iv) maintain its books, records, resolutions and agreements as official records and separate from any other entity; (v) pay its own liabilities out of its own funds; (vi) maintain adequate capital in light of contemplated business operations; (vii) observe all organizational formalities; (viii) maintain an arm's length relationship with its affiliates and subsidiaries; (ix) hold itself out as a separate

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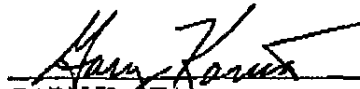
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entity and correct any known misunderstanding regarding its separate identity; and (x) not identify itself or any of its affiliates as a division or part of the other.

* * * * *

This Second Amendment to Articles of Organization was unanimously approved and adopted by the members on this 14 day of August, 2006.

MEMBERS


GARY KANIA


WILLIAM F. HARLEY

SCOTT ROSENZWEIG

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entity and correct any known misunderstanding regarding its separate identity; and (x) not identify itself or any of its affiliates as a division or part of the other.

This Second Amendment to Articles of Organization was unanimously approved and adopted by the members on this 15 day of August, 2006.

MEMBERS

GARY KANIA

WILLIAM F. HARLEY

SCOTT L. ROSENZWEIG

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