

L06000031897

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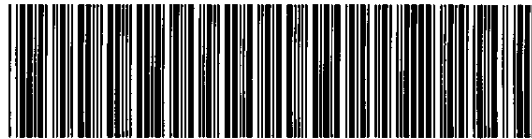
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Account Number: 072100000032

Client Account Number:

17409733

Cost Limit:

55.00

Authorization::

[Signature]

Contact:

Kimberly Moret X 2949

Corporation Name(s) & Document number(s)

1) Prime PB 90 LLC

LO6000031897

2) _____

3) _____

4) _____

____ Stamped Copy

XX

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Type of Filings:

New Filings

____ Profit

____ NFP

____ LLC

____ LTD

Amendment

XX Amendment

____ COA

____ Dissolution/Withdrawal

____ Merger

Qualification

____ Profit

____ NFP

____ LLC

____ LTD

Other:

____ Annual Report

____ Fictitious Name

____ Reinstatement

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CORPORATION SERVICE COMPANYSM

1201 Hays Street
Tallahassee, FL 32301
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TALLAHASSEE, FLORIDA

Account Number: 072100000032

Client Account Number: 7409733

Cost Limit: 55.00

Authorization:: _____

Contact: Kimberly Mott K 2949

Corporation Name(s) & Document number(s)

1) Prime PB 90 LLC LO6000031897

2) _____

3) _____

4) _____

___ Stamped Copy XX Certified Copy

Type of Filings:

<u>New Filings</u>	<u>Amendment</u>	<u>Qualification</u>
___ Profit	<u>XX</u> Amendment	___ Profit
___ NFP	___ COA	___ NFP
___ LLC	___ Dissolution/Withdrawal	___ LLC
___ LTD	___ Merger	___ LTD

Other:

___ Annual Report

___ Fictitious Name

___ Reinstatement

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
PRIME PB 90 LLC
(A Florida Limited Liability Company)**

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Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the following provisions of the Articles of Organization of PRIME PB 90 LLC, a Florida limited liability company (the "Company"), filed with the Florida Secretary of State on March 27, 2006, and bearing Document #L06000031897, are hereby amended as shown below:

1. Article II of the Articles of Organization of this Company is amended to read in its entirety as follows:

ARTICLE II - Address:

The mailing and street address of the principal office of the Company is as follows:

Attn: Denis Fishman
1250 E. Hallandale Beach Blvd., Suite 605
Hallandale, FL 33009

2. Article IV of the Articles of Organization of this Company is amended to read in its entirety as follows:

ARTICLE IV - Manager(s) or Managing Member(s):

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

MGRM	Prime Development FLA LLC Attn: Denis Fishman 1250 E. Hallandale Beach Blvd., Suite 605 Hallandale, FL 33009
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3. Article V is hereby added to the Articles of Organization of this Company as follows:

ARTICLE V - Members:

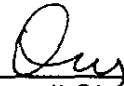
The names of each of the members are as follows:

Prime Development FLA LLC

The foregoing amendments were adopted by the Managing Member and the majority in interest of the Members pursuant to the terms of the Company's Operating Agreement. The number of votes cast for the amendment to the Company's Articles of Organization was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 29th of December, 2006.

**PRIME DEVELOPMENT FLA LLC,
A Florida Limited Liability Company
Managing Member**

By:  _____
Guennadi OKs, Managing Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)