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TO: Registration Section Division of Corporations

SUBJECT: Shorecrest Capital Management, L.L.C.

(Name of Limited Liability Company)

FILED

2006 JUN 19 P 2: 14

TALLAHASSEE, FLORIDA

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alan Tempkins, Esq.

(Name of Person)

(Firm/Company)

605 Lincoln Road, Suite 301

(Address)

Miami Beach, Florida 33139

(City/State and Zip Code)

For further information concerning this matter, please call:

Alan Tempkins, Esq.

(Name of Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$25.00 Filing Fee

\$30.00 Filing Fee & Certificate of Status \$55.00 Filing Fee & Certified Copy (additional copy is enclosed) \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

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MAILING ADDRESS: Registration Section Division of Corporations P.O. Box 6327. Tallahassee, FL 32314 STREET/COURIER ADDRESS:

Registration Section Division of Corporations Clifton Building 2661 Executive Center Circle Tatlahassee, FL 32301

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF

FILED

Shorecrest Capital Management, L.L.C.

(Present Name) (A Florida Limited Liability Company) 2006 JUN 19 P 2: 14 SECRETARY OF STATE TALLAHASSEE, FLORIDA

FIRST: The Articles of Organization were filed on June 12, 2006 and assigned document number L06000059347

SECOND: This amendment is submitted to amend the following:

The Managing Member is Quakerhill, L.L.C., and the Members of Shorecrest Capital

Management, L.L.C., are: Grant Stern, Alejandro Acaso, Nakama Investments, Inc.,

a Florida corporation, and Carlos Mario Garcia.

Dated June 15 2006 Signature of a member or authorized representative of a member Alan Tempkins, Esg.

Typed or printed name of signee

Filing Fee: \$25.00