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Attn: Roger Stanton

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WATERFALL ASSOCIATES, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
WATERFALL ASSOCIATES, LLC
(A Florida Limited Liability Company)**

FIRST: The Articles of Organization of Waterfall Associates, LLC (the "Company") were filed on November 15, 2006 and assigned Document Number L06000110408.

SECOND: ARTICLE V of the Articles of Organization is hereby deleted in its entirety and shall be replaced by the following:

ARTICLE V

The Company shall be a manager managed company. The names and addresses of the Managers are as follows.

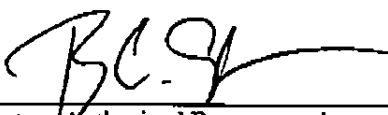
ARNOLD MULLEN 306 Grand Key Terrace
Palm Beach Gardens, FL 33418

PAUL FIREMAN 306 Grand Key Terrace
Palm Beach Gardens, FL 33418

The signature of EITHER of the above named Managers shall be sufficient to bind the Company in all matters.

THIRD: Except as herein amended, the Articles of Organization of Waterfall Associates, LLC are hereby ratified and confirmed as of the date hereof.

IN TESTIMONY WHEREOF, I have hereunto subscribed my hand and seal this 20 day of December 2006.



Roger C. Stanton, Authorized Representative

Roger C. Stanton, Esq.
FL Bar No. 0066303
Cohen Norris et al.
712 US Highway One, Suite 400
North Palm Beach, FL 33450
(561) 844-3600

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