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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF LIMITED LIABILITY COMPANY: LEISURE TIME B'SEDER TOURS, LLC

The enclosed Amended and Restated Articles of Organization and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

J. Joseph Givner
Higer Lichter & Givner, LLP
18305 Biscayne Boulevard
Suite 402
Aventura, FL 33160

For further information concerning this matter, please call:

J. Joseph Givner at 305-933-9970 ext. 110

Enclosed is a check for the following amount:

\$25.00 Filing Fee

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF**

LEISURE TIME B'SEDER TOURS, LLC

(A Florida Limited Liability Company)

(The Original Articles of Organization for this Limited Liability Company were filed on January 8, 2007 and assigned Florida document number L07000002560.)

Pursuant to Section 608.411 of the Florida Statutes governing limited liability companies, the Articles of Organization of the undersigned limited liability company are hereby amended and restated as follows:

Article I

The name of the Limited Liability Company is:

Leisure Time B'Seder Tours, LLC

Article II

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

**3350 SW. 57th Place
Fort Lauderdale, FL 33312**

Article III

The purpose for which this Limited Liability Company is organized is:

To transact all lawful business activity

Article IV

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

**Higer Lichter & Givner, LLP
18305 Biscayne Boulevard
Suite 402
Aventura, FL 33160**

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Article V

The name and address of managing members/managers are:

Title: MGR

Marc J. Eisenmann

3350 SW. 57th Place

Fort Lauderdale, FL 33312 US

Title: MGR

Leisure Time, Inc.

145-98 Brewer Blvd.

Queens, NY 11434

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Article VI

The effective date for this Limited Liability Company shall be:
12/29/2006

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization on December 15, 2008.

LEISURE TIME B'SEDER TOURS, LLC

By: 
Marc J. Eisenmann, Member & Manager

New Registered Agent's Signature:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.



J. Joseph Givner
Registered Agent