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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICE
JONATHAN D. BELOFF, P.A.

Admitted to Practice:
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Via FEDEX

March 9, 2010

Registration Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

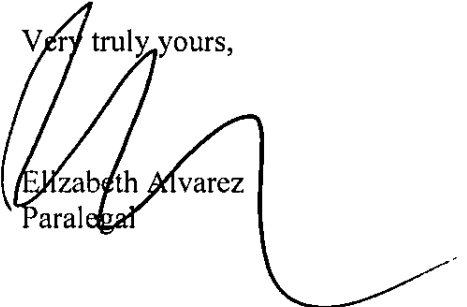
Re: Brickell & 5th LLC- Amendment-

Dear Sir or Madam:

Enclosed herewith please find our Amendment to the Articles of Organization of Brickell & 5th LLC, and our check in the amount of \$50.00, representing the fees for the Amendment and change of the address for the registered agent.

If you have any questions, or if there is an issue with the Amendment, please do not please contact me.

Very truly yours,


Elizabeth Alvarez
Paralegal

Enclosure

AMENDMENT TO THE ARTICLES OF ORGANIZATION OF
BRICKELL & 5TH, LLC
A FLORIDA LIMITED LIABILITY COMPANY

THIS AMENDMENT to Articles of Organization of **BRICKELL & 5TH, LLC**, (the "Company") is made as of the 9th day of March, 2010, by the undersigned, THE STERLING BUILDING, INC., a Florida corporation, as Managing Member (the "Member"), being the sole Member of the Company, together with SAM HERZBERG (the "Prior member").

WHEREAS, the Articles of Organization dated April 10, 2005, were filed February 28, 2007 with the Secretary of State, State of Florida under Document No. L07000022930, and are hereby amended, as follows:

1. Principal Place and Mailing Address. The address of its principal place of business, as well as the mailing address for this Company is changed from 1000 South Point Drive, Apt. 3301, Florida 33139 to: ***927 Lincoln Road, Suite 214, Miami Beach, Florida 33139.***
2. Registered Office. The address of the Registered Agent in the State of Florida is changed from 1000 South Point Drive, Apt. 3301, Florida 33139 to: ***927 Lincoln Road, Suite 214, Miami Beach, Florida 33139.***
3. Member/Managing Member. The sole Member and its address are changed from Sam Herzberg, 1000 South Point Drive, Apt. 3301, Florida 33139, to ***The Sterling Building, Inc., a Florida corporation, 927 Lincoln Road, Suite 214, Miami Beach, Florida 33139.*** The business of the Company shall be reserved to and conducted under the exclusive management of ***The Sterling Building, Inc., a Florida corporation, 927 Lincoln Road, Suite 214, Miami Beach, Florida 33139,*** as Managing Member according to the provisions of the Operating Agreement entered into between the Member(s) of the Company.
4. Management. This is a Member managed company and all management and other decisions shall be made and executed by and in the sole and absolute discretion of the sole Member, as Managing Member, by and through its President, Sam Herzberg.
5. Adoption by Members. This Amendment was unanimously adopted on March 9, 2010 by the undersigned, being the sole Member, and joined in by the Prior Member of the Company.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to this Amendment as of the date and year first above written.

THE STERLING BUILDING, INC.,
a Florida Corporation
(Member/Managing Member)

By: _____

SAM HERZBERG, President

SAM HERZBERG

SAM HERZBERG, Prior member

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10 MAR 11 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by *Sam Herzberg*, individually and as President of THE STERLING BUILDING, INC., a Florida corporation for and in the name and on behalf of said corporation. He is personally known to me or who has produced *Personally Known* as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of March, 2010.

My Commission Expires: 7-9-2013

M Lloret

Notary Public

Manuel Lloret

Typed, printed or stamped name of Notary Public

