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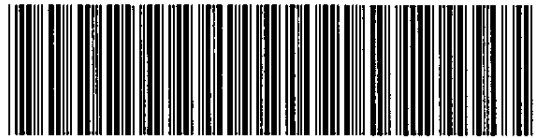
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CAPITAL CONNECTION, INC.

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LF Ocean Properties, LLC

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**FIRST AMENDMENT TO THE ARTICLES OF ORGANIZATION OF
LF OCEAN PROPERTIES, LLC**

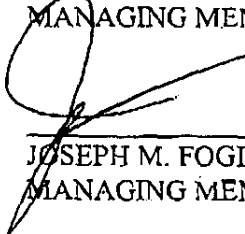
The undersigned, being authorized to execute and file this amendment to the Articles of Organization of **LF OCEAN PROPERTIES, LLC**, which Articles of Organization were filed on November 5, 2007 hereby amends the Articles of Organization as follows:

1. Article IV, "Management", is hereby modified as follows:

JOSEPH J. FOGLIA is deleted and replaced with JOSEPH M. FOGLIA.

IN WITNESS WHEREOF, I have signed this First Amendment to the Articles of Organization on behalf of all of the members, and acknowledged them to be our act this 14th day of November, 2007.


VICTOR A. LOMBARDI
MANAGING MEMBER


JOSEPH M. FOGLIA
MANAGING MEMBER