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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
COHEN CHARTER FUND, LLC
(a Florida Limited Liability Company)**

FIRST: The Articles of Organization were filed on March 19, 2008 and assigned document number L08000028745.

SECOND: This amendment is submitted to amend the following:

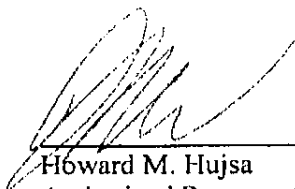
Article II: Article II is deleted in its entirety. A new Article II is inserted in its place to read as follows:

"Article II
Addresses

"The mailing address and street address of the principal office of the Company is:

David L. Cohen, Manager
15 Green Acre Lane
Westport, Connecticut"

Dated this 31st day of March, 2008


Howard M. Hujsa

Authorized Representative of the Member

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