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**ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION
OF
THRIFT MART, LLC**

Pursuant to the provisions of Section 608.411 of the Florida Statutes, this Florida Limited Liability Company adopts the following Articles of Amendment to the Articles of Thrift Mart, LLC:

1. Articles of Organization for Thrift Mart, LLC, were filed on May 28, 2010, with the Florida Secretary of State and assigned document number L10000058202.

2. The following Article 14. Officers is adopted by the limited liability company and shall be part of the Articles of Organization for the company:

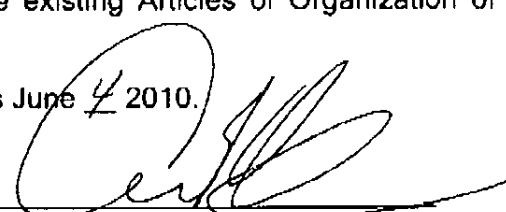
14. OFFICERS

The Company may have officers. The Managers shall be authorized to appoint officers of the Company. The Company may have a president and a secretary, treasurer, and such other officers and assistant officers as may be deemed necessary. Any two (2) or more offices may be held by the same person. Officers need not be residents of the State of Florida or United States citizens. Officers of the Company shall be elected annually at the annual meeting of the Company. Each officer shall hold office until his successor shall have been duly elected and qualified, or until his earlier death, resignation or removal. Any officer may be removed, with or without cause, by the Managers, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer shall not itself create any contract rights.

3. The foregoing amendment was adopted by Unanimous Written Consent of the Member of the Company dated June 3, 2010.

4. Except as hereby amended, the existing Articles of Organization of the Company shall remain in full force and effect.

5. This Amendment was signed this June 4 2010.


Alan B. Cohn, Esq.,
Authorized Representative of the Member