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L13000137724

Florida Department of State
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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION

CP VENTURE CAPITAL, LLC
a Florida limited liability company

The undersigned, being Managers of **CP VENTURE CAPITAL, LLC**, a Florida limited liability company (the "Company"), hereby certifies that the Articles of Organization of the Company as initially authorized and filed on September 30th, 2013 under Document No. L13000137724 with the Florida Department of State, Division of Corporations, are hereby modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. The Articles of Organization of the Company are hereby amended to provide that the Company shall be managed by a **manager or managers** in accordance with the Articles of Organization, the Operating Agreement, the Regulations (if any) adopted by the Members for the management of the business and the ordinary and customary affairs of the Company. The Operating Agreement and/or Regulations, if any, or otherwise the minutes of the Company, shall determine the manner in which such Manager(s) are elected and appointed, and may contain any provisions for the regulation and management of the affairs of the Company that are not inconsistent with the law or these Articles of Organization. The name and address of the **Managers** of the Company are:

Harold L. Connell
1428 Brickell Avenue #600
Miami, FL 33131

Manager

Greg Connell
1428 Brickell Avenue #600
Miami, FL 33131

Manager

2. The Articles of Organization of the Company are hereby amended to provide that the Mailing Address of the Company shall be:

2601 S. Bayshore Drive, Suite 850
Coconut Grove, FL 33133

3. The Articles of Organization of the Company are hereby amended to provide that the new Registered Agent and Registered Office of the Company is as follows:

Mellaw Registered Agents, LLC
2601 South Bayshore Drive, Suite 850
Coconut Grove, FL 33133

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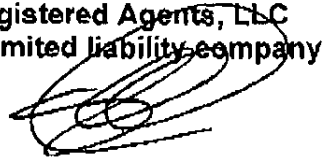
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**ACKNOWLEDGMENT OF APPOINTMENT
BY REGISTERED AGENT**

Having been named the registered agent for the above Company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

**Mellaw Registered Agents, LLC
a Florida limited liability company**

By:


Santiago Eljaiek III, Esq., Manager

4. The foregoing Amendment was approved by resolution of a majority of the Members of the Company occurring on September 22, 2014.

IN WITNESS WHEREOF, the undersigned, being an authorized Manager of the Company, has hereunto set his hands and affixed the Company's seal this 23 day of September, 2014.

Manager:


Greg Connell, Manager

By: Santiago Eljaiek III, ESQ., As Attorney In Fact

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