

LAW OFFICES OF

KIMPTON, BURKE & WHITE, P.A.

WILLIAM J. KIMPTON
ROBERT C. BURKE, JR.
LANGFRED W. WHITE
RICHARD T. HEIDEN

FAX (813) 796-0909

28059 U.S. HIGHWAY 19 NORTH
SUITE 100
CLEARWATER, FL 34621-2698
TELEPHONE (813) 791-0063

January 16, 1997

Department of State
Division of Corporations
Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

RE: Collectione Prive', L.C.
Our File No. 10,109.04.6.000

800002069628--4
-01/28/97--01036--010
****105.00 ****105.00

Gentlemen:

Enclosed please find original and photocopy of Amendment to Articles of Organization regarding the above referenced limited liability company.

Further enclosed is a check in the amount of \$105 to cover the cost of the filing fee and a certified copy. Please return the certified copy of the Amendment to Articles of Organization after filing.

Sincerely,

KIMPTON, BURKE & WHITE, P.A.


Robert C. Burke, Jr.

RCB/cg
Enclosures

cg:97secr01.1tr

FILED
97 JAN 27 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
OFF
1230

AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
COLLECTIONE PRIVE', L.C.

FILED
97 JAN 27 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the undersigned, who are all the members of COLLECTIONE PRIVE', L.C. amend the articles of organization of the limited liability company originally filed with the Secretary of State of the State of Florida on July 29, 1996, as follows:

1. Amend ARTICLE V., MEMBERSHIP RESTRICTIONS, by adding an additional fourth paragraph thereto reading as follows:

In the event that any member desires, voluntarily or involuntarily, to sell, assign, pledge, or otherwise transfer or encumber in any manner or by any means whatsoever, all or a part of his membership interest, such member shall give notification to all other members, in writing, return receipt requested. The other members then existing shall then have an option to purchase proportionately all of the membership interest of the member desirous of sale. The other members shall evidence the exercise of such option by given written notice of such exercise within thirty (30) days of receipt of the selling member's desire to so sell. Closing shall then take place on or before the later of sixty (60) days thereafter or thirty (30) days after purchase price determination as set out below with respect to such membership interest to be purchased by the electing members. If more than one member then exists, such interest shall be proportionate amongst the members purchasing same. Upon any member failing to exercise its option to purchase, such member's entitlement shall be divided proportionately amongst all other members desirous of purchase. The purchase price shall be that of a right of first refusal matching the price as offered by any third party purchaser, converting all non-cash purchase considerations to reasonable cash equivalency, and payable in accordance with the same terms as that as offered by such third party purchaser. If such purchase is of an involuntary nature, then the purchase price shall be the fair market value of such member's interest as determined by mutually acceptable appraiser, and if an appraiser is not mutually accepted,

then as determined by arbitration.

2. Delete Article VIII., DURATION, and substitute in its place the following:

ARTICLE VIII.

DURATION

This limited liability company shall exist for a period of forty (40) years, or such shorter time until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

3. This Amendment shall be retroactive. The remainder of the provisions of the articles of organization shall remain as filed on July 29, 1996.

The members of COLLECTIONE PRIVE', L.C. have executed the preceding amendment to the articles of organization of the company on the 8th day of Jan, 1996.



ROBERT PREISS



AMIRA PREISS