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NAME: YACHTING OVERSEAS U.S.A., L.C.
AUDIT NUMBER.....H97000008586
DOC TYPE.....LIMITED LIABILITY AMENDMENT
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**CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
YACHTING OVERSEAS U.S.A., L.C.**

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The following provisions of the Articles of Organization of YACHTING OVERSEAS U.S.A., L.C., a Florida limited liability company (the "Company"), filed with the Department of State on August 1, 1996, Charter Number L9600000816, are hereby amended as shown below:

Article 1. of the Company's Articles of Organization is amended to read in its entirety as follows:

1. Name. The name of the limited liability company is KOCH, NEWTON & PARTNERS, L.C.

Article 4. of the Company's Articles of Organization is amended to read in its entirety as follows:

4. Principal Place of Business. The address of its principal place of business is 1700 East Las Olas Boulevard, Suite 201-A, Fort Lauderdale, Florida 33301.

The foregoing amendment was adopted by a Joint Resolution of all the Members and all the Managers of this Company on May 22, 1997.

IN WITNESS WHEREOF, the undersigned, being a Member and the Manager of this Company has executed this Certificate of Amendment as of May 22, 1997.

By: 
John Robert Newton, Manager

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