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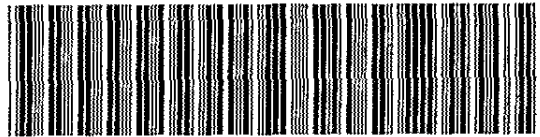
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7/28/03

Please Revise the manager/member Detail
for 700 Front Street Associates, L.C.

If you have any questions please contact
Melissa Smith at (505) 296-8721. (Certified Copy)
Return Address:

6 Allamanda Terrace
Key West, Florida 33040

Kind Regards,

Melissa Smith

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

700 Front Street Associates, L.C.

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was 10/02/1997.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

New Manager/Member Detail:

Smith, William Ashley MGR.

700 Front St.
Key West, FL 33040

Porfido, Cathy MGR.

700 Front St.
Key West, FL 33040

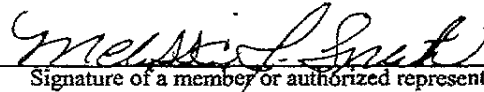
Smith, Sue B. MGR.

6 Allamanda Terrace
Key West, FL 33040

Smith, Melissa Jeanne MGR.

6 Allamanda Terrace
Key West, FL 33040

Dated July 28, 2003.



Signature of a member or authorized representative of a member

Melissa J. Smith

Typed or printed name of signee

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