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L98000003157

October 25, 1999

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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*****55.00 *****55.00

Re: Albors Properties, L.L.C.

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Amendment to Articles of Organization of Albors Properties, L.L.C. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Amendment to Articles of Organization on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$55.00 to cover filing fee and the certified copy.

Yours very truly,

Ivan M. Lefkowitz

IML:mfj
Enclosures
cc: Rene A. Albors, Manager

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99 OCT 27 PM 3:23
TALLAHASSEE, FLORIDA

AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
ALBORS PROPERTIES, L.L.C.

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the undersigned, who are all members of ALBORS PROPERTIES, L.L.C., amend the Articles of Organization of the limited liability company, as originally filed with the Secretary of State of Florida on December 11, 1998, under document number L98000003157, as follows:

1. Delete present Article IV, and substitute in its place the following:

"ARTICLE IV
MEMBERSHIP INTERESTS AND VOTING

There shall be two classes of membership interests in the Company, designated as Class A and Class B interests. All membership interests shall be issued in units. There are 100 units of Class A interests and 9900 units of Class B interests. Each unit of ownership shall have one vote on all matters on which such ownership interest is entitled to vote, either as a member or manager. The only difference between the classes of ownership interests shall be that Class A interests shall have voting rights and Class B interests shall have no voting rights, except as expressly provided in the Articles or the Regulations of the Company. Voting on matters on which both classes are entitled to vote shall be by vote of the membership interests as a whole and not by class."

2. Delete present Article V, and substitute in its place the following:

"ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by the written consent of the holders of not less than 5% of the Class A member interests in the Company. Determination of class of member interest and contributions required of new members shall be determined as of the time of admission to this Company. A member's interest in this Company may not be sold or otherwise transferred except with written consent of the holders of not less than 51% of the Class A member interests of the Company."

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SECRETARY OF STATE

3. Delete present Article VIII, and substitute in its place the following:

"ARTICLE VIII
AMENDMENT OF ARTICLES

These Articles may be amended only by the written consent of the holders of not less than 60% of all member interests of both classes of the Company."

4. The remainder of the provisions of the Articles of Organization as originally filed on December 11, 1998, shall remain in full force and effect.

The members of ALBORS PROPERTIES, L.L.C., have executed the preceding amendments to the Articles of Organization of the company on Oct 21st, 1999.



RENE A. ALBORS



THERESA E. ALBORS

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TALLAHASSEE, FLORIDA