



L98000003244

236 East 6th Avenue . Tallahassee, Florida 32303

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99 MAR -8 AM 9:57
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1.) *Bayfront Valet, L.L.C.*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

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4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
BAYFRONT VALET, L.L.C.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -8 AM 9:57

1. The name of the limited liability company is BAYFRONT VALET, L.L.C., and its corporate number with the Florida Division of Corporations is L98000003244.

2. The Articles of Organization for BAYFRONT VALET, LLC, a Florida limited liability company (the "Company"), were filed on December 15, 1998.

3. Article IV of the Articles of Organization of the Company is hereby deleted in its entirety and inserted in lieu thereof the following:

ARTICLE IV - Management

The Limited Liability Company is to be managed by managers and the name and address of the initial manager of the Limited Liability Company is Bayfront Ventures, 100 S. Biscayne Blvd., Suite 850, Miami, Florida 33131. The initial manager shall serve as the manager until the first annual meeting of members or until its successor is elected and qualified.

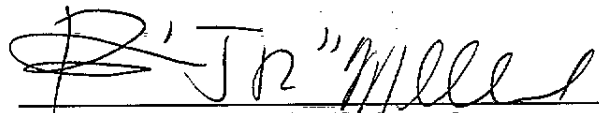
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4. All other terms and provisions of the Articles of Organization of the Company shall remain valid and in full force and effect.

IN WITNESS WHEREOF, I have executed this Certificate of Amendment to Articles of Organization this 26 day of February, 1999, as an authorized representative of a member of the Company.

BAYFRONT VENTURES, a Florida
general partnership and a
member of Bayfront Valet, L.L.C.

By:



Robert J.R. Middlebrook,
Authorized Representative