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Page 1 of 1

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LIMITED LIABILITY AMENDMENT

2001 PARTNERS, L.C.

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**AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
2001 PARTNERS, L.C.**

2001 Partners, L.C., a Florida limited liability company, filed its Articles of Organization on April 15, 1999. Article VII entitled "Management" is amended to delete as a member the following individual:

Silva Feld
c/o Brookside Nursery
288-Z Smith Sundry Road
Delray Beach, Florida 33446

As a result of said Amendment, 2001 Partners, L.C. has nine (9) members.

The amount of initial cash contributed and cash anticipated to be contributed by the members to the limited liability company remains at \$115,000.00 and \$800,000.00, respectively.

Except as modified herein, all of the other terms and provisions of the Articles of Organization of 2001 Partners, L.C. remain unchanged. The above-referenced Amendment to the Articles of Organization has received the vote and approval of members possessing at least fifty-one percent (51%) of the membership interests of 2001 Partners, L.C.

THIS INSTRUMENT PREPARED BY:
Geoffrey S. Mombach, Esq.
Mombach, Boyle & Hardin, P.A.
500 E. Broward Blvd., Suite 1950
Fort Lauderdale, Florida 33394
Florida Bar No. 201367
(954) 467-2200

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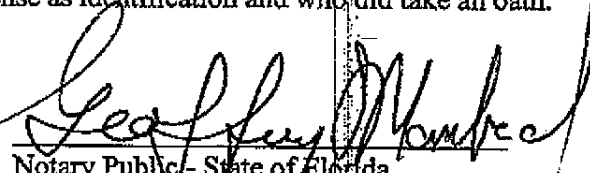
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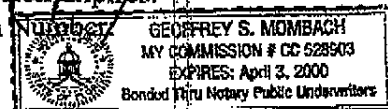
IN WITNESS WHEREOF, the undersigned being the Managing Member of the limited liability company hereby executes this Amendment to Articles of Organization of 2001 Partners, L.C., this 23 day of April, 1999.


FRED BILOWIT

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 23 day of April, 1999, by FRED BILOWIT, Managing Member of 2001 Partners, L.C., who is personally known to me or who has produced a _____ driver's license as identification and who did take an oath.


Notary Public - State of Florida
My Commission Expires:
Commission Number:



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