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LIMITED LIABILITY AMENDMENT

ERN CAPITAL HOLDING, LLC

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
BRN CAPITAL HOLDING, LLC**

FIRST: The date of filing of the Articles of Organization was April 16, 1999 under document number L99000002135.

SECOND: Pursuant to Section 608.411, of the Florida Statutes, the following corrections to the Articles of Organization were adopted by the limited liability company

ARTICLE V – Management:

The Company is to be managed by a Manager. The person who will serve as the Manager until the next annual meeting of members is elected and qualified is Neal R. Heller, whose mailing address is 5801 North Congress Avenue, Boca Raton, FL 33487.

ARTICLE VI – Admission of New Members

Members of the Company have the right to admit new members upon the written consent of at least 75% of the interest of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Organization as of the 19th day of July, 2000.

By: _____

Michael Martin
Michael Martin, Manager

THIS DOCUMENT PREPARED BY:
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