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LIMITED LIABILITY AMENDMENT

STRATEGIC OPERATING PARTNERS, L.L.C.

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Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$105.00

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

STRATEGIC OPERATING PARTNERS, L.L.C.
(a Florida limited liability company)

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned, Positron Partners, LLC, being the Manager of Strategic Operating Partners, L.L.C. (the "LLC"), does hereby certify:

1. The name of the LLC is Strategic Operating Partners, L.L.C.
2. The date of filing of the Articles of Organization of the LLC was May 14, 1999.
3. Article V of the Articles of Organization, which provides that (a) more than two-thirds of the interests of all members and (b) more than two-thirds of the capital accounts of all members, is hereby amended to reflect the majority of the members. To effect such amendment, Article V of the Articles of Organization is hereby amended and restated in its entirety as follows:

"ARTICLE V-ADMISSION OF ADDITIONAL MEMBERS

The members of the LLC shall have the right to admit additional persons to the LLC as members upon the written consent of the members having among them (a) a majority of the interests (determined by percentage and not per capital) of all members and (b) a majority of the capital accounts (determined by value and not per capital) of all members."

THIS INSTRUMENT PREPARED BY:

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4. Article VI of the Articles of Organization, which provides that (a) more than two-thirds of the interests of the members and (b) more than two-thirds of the capital accounts of all members is hereby amended to reflect the majority of the members. To effect such amendment, Article VI of the Articles of Organization is hereby amended and restated in its entirety as follows:

"ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the LLC shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the LLC if within 180 days after such event the LLC is continued by the vote or written consent of the remaining members having among them (a) a majority of the interests (determined by percentage and not per capital) of all members and (b) a majority of the capital accounts (determined by value and not per capital) of all members (not including the interest of the member whose membership is so terminated)."

5. The foregoing amendments of the Articles of Organization were authorized by an Action by the sole Manager without a meeting of the LLC on June 4th, 1999.

IN WITNESS WHEREOF, the undersigned has executed the Certificate of Amendment to Articles of Organization this 4th day of June, 1999.

POSITRON PARTNERS, LLC

By:


(Howard S. Chatoff, Manager)

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