

L99000008228

A.F. CAPITAL PARTNERS LLC
C/o RONALD D SCHAIN
2699 STIRLING ROAD B-206
FORT LAUDERDALE FL 33312
(954)962-0611

September 20, 2002

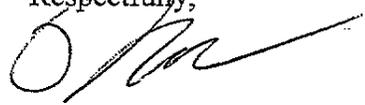
800008209208--3
-10/04/02--01056--004
****75.00 ****50.00

Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

Gentlemen:

Attached is our request for an amendment to our Articles of Organization and change of registered agent for you to process. I have enclosed a check in the amount of seventy-five dollars for the two filing fees and one copy each for a Certified copy and Certificate of Status.

Respectfully,



L99-8228

Ronald D Schain
Registered Agent for A.F. Capital Partners LLC

800008209208
10/22/02--01039--020 **60.00

Cc: Robert Altman

CF = 25

CERT = 35



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 7, 2002

RONALD D. SCHAIN
A.F. CAPITAL PARTNERS L.L.C.
2699 STIRLING ROAD B-206
FORT LAUDERDALE, FL 33312

SUBJECT: A.F. CAPITAL PARTNERS L.L.C.
Ref. Number: L99000008228

We have received your document for A.F. CAPITAL PARTNERS L.L.C. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include in your amendment the address of the new managing member. Because an amendment for an LLC cannot have an effective date, please remove the language in your document which refers to an effective date. Finally, of the \$75 you submitted, \$60 were used for the filing, certified copy, and certificate of existence you requested for your registered agent change. Because this leaves only \$15, you must submit an additional \$10 for the filing fee for this amendment, plus \$5 if you would like another certificate. If you would like a certified copy, the fee for the certified copy is \$30. Please return this letter, your corrected amendment, and an additional check for \$15 or more, depending on whether you want additional certification as explained above.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 502A00056106

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

A.F. CAPITAL PARTNERS L.L.C.

(Present Name)
(A Florida Limited Liability Company)

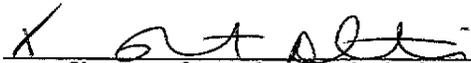
FIRST: The date of filing of the articles of organization was 11/30/1999.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Alexandra Altman replaces Ethan Weitz as a managing member of A.F. Capital Partners L.L.C.

Address: 185 EAST 85th STREET
NEW YORK NY 10028

Dated September 20, 2002.


Signature of a member or authorized representative of a member

Robert Altman

Typed or printed name of signee

Filing Fee: \$25.00