

ADAM R. SCHIFFMAN, P.A.

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ADAM R. SCHIFFMAN

L99000008884

March 13, 2001

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Happy Yacht Club, L.C.

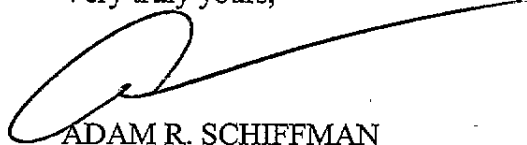
Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Amendment to Articles of Organization for Happy Yacht Club, L.C.

Enclosed also is my check in the amount of \$33.75 which covers the fee for filing and a certified copy. Please return the certified copy of the Articles of Amendment to the undersigned, using the enclosed self-addressed, as soon as possible.

Your early attention to this matter will be appreciated.

Very truly yours,


ADAM R. SCHIFFMAN

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
HAPPY YACHT CLUB, L.C.**

1. The name of the limited liability company (the "Company") at this time is HAPPY YACHT CLUB, L.C.

2. The Articles of Organization were filed with the Florida Department of State on December 13, 1999 under Document Number L99000008884.

3. The following amendment to the Articles of Organization was adopted by Adam R. Schiffman, as the sole Member of the Company on February 9, 2000:

A. Article VIII is hereby amended to provide that there shall be three managers of the Company, whose names and addresses, at this time, are as follows:

Jean Claude Jeantard
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

Therese Jeantard
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

Christophe Jeantard
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

B. The amendment made hereunder shall be effective, as allowed by Florida law, on the earlier of (i) the date hereof, or (ii) the date of filing of these Articles of Amendment with the Florida Department of State.

IN WITNESS WHEREOF, the sole Member of the Company has executed these Articles of Amendment this 9th day of February, 2000.



ADAM R. SCHIFFMAN, as sole Member

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

: SS.

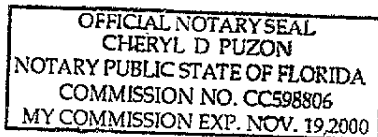
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Adam R. Schiffman, known to me and known to be the person who, as sole Member, executed the foregoing Articles of Amendment, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 9th day of February, 2000.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA