

NO1000003213

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LA EXPO, LLC

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**AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY
TO CHANGE MANAGER(S) OR MANAGING MEMBER(S)**

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: LA EXPO, LLC
2. This entity was formed under the laws of: Delaware
3. This entity was authorized to transact business in Florida on: May 30, 2007
and its Florida document/registration number is M07000003213
4. The name and address of each manager or managing member is as follows:

Title:**Name and Address**

"MGR" = Manager

"MGRM" = Managing Member

ManagerWilliam Zanker48 West 37th StreetNew York, New York 10018Vice PresidentHoward Alter21 Marshall DriveEgg Harbor Township, New Jersey 08234

Required Signature:


 (Signature of Manager, Managing Member or Member)

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ANDREW HYAMS ESQ

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June 4, 2007
Amendment to

**LIMITED LIABILITY COMPANY AGREEMENT
OF
LA EXPO, LLC**

"Section 15- "Management" is amended read in its entirety:

a. William Zanker is President and shall manage the business and affairs of the Company.

b. Howard Alter is Vice President and Broker of Record of the Company for the State of Florida, to have such duties as are proscribed by Chapter 475, Florida Statutes, and as are granted to him by any Manager of the Company."

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, have duly executed this Agreement as of the date first written above.

By:

Name: Andrew L. Hyams
Learning Annex, LLC

Title: Secretary

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