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Division of Corporations

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
ELBRUS MANAGEMENT ONE INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **ELBRUS MANAGEMENT ONE INC.** (the "Corporation").
2. The following amendment of the Articles of Incorporation was agreed to and adopted by the incorporator of the Corporation on the **20th day of October, 2014**, pursuant to Section 607.1005 of the Act. The Corporation has not yet issued any shares, and therefore shareholder approval was not required.

**ARTICLE V** of the Articles of Incorporation of the Corporation shall be amended to read as follows:

**ARTICLE V**

The Corporation is authorized to issue 20,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares." Of the Common Shares, 10,000 shares shall be Class A Shares (the "Class A") and 10,000 shares shall be Class B Shares (the "Class B"). The rights, preferences and privileges of the Class A and Class B shall be identical, except that: (a) the Class A shall be entitled to receive dividends and other cash distributions only from the amounts received by the Corporation as its pro-rata share of the Promote (defined below), and (b) the Class B shall be entitled to receive dividends and other cash distributions only from the amounts received by the Corporation as its pro-rata share of Management Fees (defined below), and (c) the Class A and the Class B shall share equally with respect to dividends and other cash distributions arising from any other income of the Corporation.

As used herein, (i) the "Promote" means the amounts payable to Alta Strategic Management One LLC ("Alta") pursuant to Sections 5.1(a) and (b) of the Operating Agreement (the "Operating Agreement") for the limited liability company or companies managed by Alta (the "LLC") after the Members who contributed capital to such LLC have received an 8% IRR (as defined in the Operating Agreement); and (ii) "Management Fees" are the fees payable to Alta under Section 7.4 of the Operating Agreement, or under any development services or similar agreement between the LLC and Alta.

Dated and signed as of this 20 day of October, 2014.

**ELBRUS MANAGEMENT ONE INC.**



Luis A. de Armas, Incorporator

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