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LIMITED LIABILITY AMENDMENT

BAY ESTATES AT PINETREE DRIVE, L.L.C.

Certificate of Status	0
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SECRETARY OF STATE
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 4, 2005

BAY ESTATES AT PINETREE DRAIVE, L.L.C.
7600 RED ROAD, SUITE 300
MIAMI, FL 33143

SUBJECT: BAY ESTATES AT PINETREE DRIVE, L.L.C.
REF: LC1000003317

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Friday, November 4, 2005

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**Second Amendment to Articles of Organization
of Bay Estates at Pinetree Drive, L.L.C.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


THE UNDERSIGNED, as the authorized representative of the Members and the Manager of Bay Estates at Pinetree Drive, L.L.C., a Florida limited liability company (Document #L01000003317) hereby makes and files this Second Amendment to the Articles of Organization of the Company. The Articles are amended as follows, effective as of November 3, 2005. The original date of filing for said company was on October 26, 2001.

1. The sole Manager of the Company shall be FJA Developers, Inc., a Florida corporation (Document #P050000476649) of 7600 Red Road, Suite 300, Miami, Florida 33143.
2. The principal address of the Company shall be 7600 Red Road, Suite 300, Miami, Florida 33143.

In all other respects, the Articles of Organization remain unchanged and in full force and effect.

The foregoing amendments were approved by unanimous vote of all of the Members of the Company on November 2, 2005.

IN WITNESS THEREOF, the undersigned, as the authorized representative of the Members and the Manager, has made and subscribed this Amendment to Articles of Organization at Coconut Grove, Miami-Dade County, Florida for uses and purposes aforesaid this 4th day of November 2005.


 Jesse M. Keenan
 307 Continental Plaza
 3250 Mary Street
 Coconut Grove, Florida 33133
 Telephone (305) 444-6300

(In accordance with §608.408(3) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

This instrument prepared by:
Jesse M. Keenan, Esquire
Baker & Cronig LLP
307 Continental Plaza
3250 Mary Street
Coconut Grove, Florida 33133
Telephone (305) 444-6300

Second Amendment to Articles of Organization of Bay Estates at Pinetree Drive LLC.wpd
File #10499-001 Thursday, November 3, 2005
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Amendment to Articles of Organization

Audit No. H05000256585-3