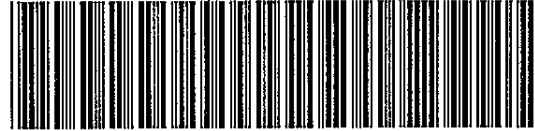


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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WHITAKER & DEETS

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JOHN D. WHITAKER
SUSAN DEETS

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Telephone (305) 598-5026
Fax (305) 598-9761
E-Mail whitakerdeets@bellsouth.net
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 25, 2004

Florida Department of State
Division of Corporation
PO Box 6327
Tallahassee, Florida 32314

Re: 15714C Fisher Island Drive, LLC

Dear Sir or Madam:

Enclosed please find Articles of Amendment to Articles of Organization for 15714C Fisher Island Drive, LLC.
Please have these filed with the State.

You will also find our check in the sum of \$25.00 for the filing fee.

Should you encounter any problem or have any questions, please contact our office immediately.

Very truly yours,


Irene Arias

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

15714C Fisher Island Drive, LLC
(A Florida Limited Liability Company)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The date of filing of the articles of organization was January 7, 2002.

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

1. That R&DLLC , a Florida Limited Liability Company, shall resign and withdraw as a member of the 15714C Fisher Island Drive, LLC.

2. That R&D LLC, hereby transfers any and all interest it may have in the 15714C Fisher Island Drive, LLC and/or its properties to Robert Conrad, member.

3. That Robert Conrad shall be the sole member of 15714C Fisher Island Drive, LLC.

The members of 15714C Fisher Island Drive, LLC hereby unanimously agree and consent to the resignation and withdrawal of R&D LLC as a member, and hereby authorize and ratify the above amendments to the articles of organization of 15714C Fisher Island Drive, LLC.

I, **ROBERT CONRAD**, member of 15714C Fisher Island Drive, LLC, hereby consent to the resignation and withdrawal of R&D LLC, a Florida Limited Liability Company, as a member of 15714C Fisher Island Drive, LLC, a Florida Limited Liability Company, and authorize and ratify the above amendments.

Dated: _____ 1-1 _____, 2004

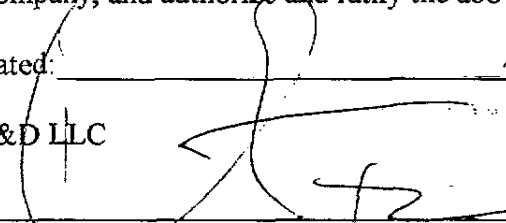


Robert Conrad, member

I, **RICARDO TORRES**, as managing member of R&D LLC, member of 15714C Fisher Island Drive, LLC, hereby consent to the resignation and withdrawal of R&D LLC, a Florida Limited Liability Company, as a member of 15714C Fisher Island Drive, LLC, a Florida Limited Liability Company, and authorize and ratify the above amendments.

Dated: _____ 1-1 _____, 2004.

R&D LLC



By: Ricardo Torres, member