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July 28, 2003

FEDERAL EXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, FL 32399

**RE: *Adrian Real Estate Investments I, Inc.; Adrian Real Estate Investments I, L.L.C.;
Adrian Real Estate Investments III, Inc.; Adrian Real Estate Investments III, L.L.C.; Adrian
Real Estate Investments IV, Inc.; Adrian Real Estate Investments IV, L.L.C.; Adrian Real
Estate Investments VI, Inc.; Adrian Real Estate Investments VI, L.L.C.;***

Dear Gretchen:

Enclosed please find the Certificate of Amendment of Articles of Incorporation of the above-referenced corporations and the Articles of Amendment of Articles of Organization of the above-referenced limited liability companies. Please process these papers as quickly as possible.

Please provide us by fax with a certificate of Good Standing for the limited liability company and the corporation with the new names and evidence of the filing of the enclosed documents. I would also appreciate if you would return the originals using the enclosed Federal Express slip.

We have enclosed a check in the amount of \$240.00 for the filing fee for all the amendments. Should you require any further information, please do not hesitate to contact our offices.

Thank you very much for your ongoing assistance.

Yours truly,


Ivette Halphen Leon, Esq.

:IHL

Enclosures

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DIVISION OF CORPORATIONS
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**ARTICLES OF AMENDMENT OF ARTICLES OF ORGANIZATION
OF ADRIAN REAL ESTATE INVESTMENTS III, L.L.C.**

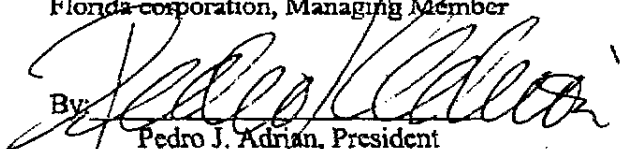
Pedro J. Adrian, as President of ADRIAN REAL ESTATE INVESTMENTS III, INC., a Florida corporation, Managing Member (the "Limited Liability Company"), hereby certifies that all of the Members of the Limited Liability Company adopted a resolution by unanimous written consent on the 25 day of July, 2003, which approved and adopted the following amendment to the Limited Liability Company's Articles of Organization filed on February 12, 2003:

**"ARTICLE I
NAME**

The name of the limited liability company shall be **BAHIA HONDA REAL ESTATE INVESTMENTS III, L.L.C.**, and its principal place of business shall be in the City of Miami, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designed by the members."

IN WITNESS WHEREOF, PEDRO J. ADRIAN, as President of ADRIAN REAL ESTATE INVESTMENTS III, INC., a Florida corporation, Managing Member of ADRIAN REAL ESTATE INVESTMENTS III, L.L.C. has executed this Certificate the 25 day of July, 2003.

ADRIAN REAL ESTATE INVESTMENTS III, INC., a
Florida corporation, Managing Member

By: 
Pedro J. Adrian, President

Attest:
By: 
Pedro J. Adrian, Secretary

STATE OF FLORIDA

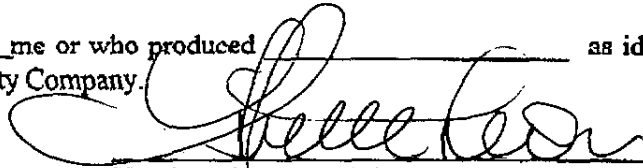
COUNTY OF MIAMI-DADE

) ss
)

The foregoing Articles of Amendment of Articles of Organization of ADRIAN REAL ESTATE INVESTMENTS III, L.L.C., were acknowledged before me, a Notary, this 25 of July, 2003, by Pedro J. Adrian, President of ADRIAN REAL ESTATE INVESTMENTS III, INC., Member,

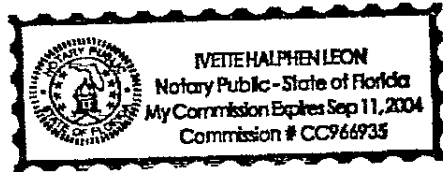
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who is personally known to me or who produced _____ as identification, on
behalf of the Limited Liability Company.



NOTARY PUBLIC, State (SEAL)
of Florida, at Large

Commission Expires:



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