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DIVISION OF CORPORATIONS

LIMITED LIABILITY AMENDMENT

2440 STATE RD. 84 LLC

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**ARTICLES OF AMENDMENT
OF
2440 STATE RD. 84 LLC**

FIRST: The Articles of Organization were filed on March 9, 2005 and assigned document number L05000024216.

SECOND: The following amendments to the Articles of Organization were adopted by the limited liability company:

ARTICLE I

Name

The name of this limited liability company is BELLA VITA RESORTS LLC (hereinafter "the Company").

ARTICLE II

Address

The Principal Office and Mailing Address is:

3325 Griffin Rd. #700
Ft. Lauderdale, Florida 33312

ARTICLE IV

Registered Office and Agent

The name and mailing address of the registered office and the registered agent of the Company is:

Albert J. Lazo, P.A.
3326 Mary Street, Suite 601
Miami, Florida 33133

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ARTICLE VII

Management

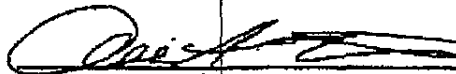
The Company will be managed by at least one (1) independent manager and is, therefore, a manager-managed company. The managers shall be:

Leigh Ann Morrin
3325 Griffin Rd. #700
Ft. Lauderdale, Florida 33312

Marcos Fintz
4156 NW 21 Avenue
Oakland Park, Florida 33309

AUTHORIZED REPRESENTATIVE

6 IN WITNESS WHEREOF, I have made and subscribed these Articles of Amendment this day of May 2005.



Albert J. Lazo, Esq., Authorized Representative

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