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DIVISION OF CORPORATIONS

LIMITED LIABILITY AMENDMENT

OCEAN DRIVE CFI LLC

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$25.00 |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OK

**ARTICLES OF CORRECTION
FOR
FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to section 608.4115, F.S., this document is being submitted within the required 30 business days to correct the attached articles of organization or application to transact business in Florida.

FIRST: The name of the limited liability company is: OCEAN DRIVE CFI LLC

SECOND: The articles of organization or the application to transact business

(CHECK THE APPROPRIATE BOX AND COMPLETE THE APPLICABLE STATEMENT)

Contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:

Congress Group Real Estate Investors Fund I LLC was incorrectly listed as
managing member. The correct information is that Congress Fund
Management, LLC is the manager.

OR

Was defectively signed. The manner in which the document was defectively signed and the appropriate correction are as follows:

Dated: October 17, 2005

Richard D. Rudman

Signature of a member or authorized representative of a member

Richard D. Rudman

Typed or printed name of signee

Filing Fee: \$25.00
Certified Copy: \$30.00 (optional)

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.08, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. OCEAN DRIVE CFI LLC
(Name of Foreign Limited Liability Company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. Appld for
(FEI number, if applicable)
- 4. October 14, 2005
(Date of Organization)
- 5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
- 7. c/o The Congress Group, Inc., 33 Arch Street Boston, Massachusetts 02110
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

- Congress Group Real Estate Investors Fund I LLC
- c/o The Congress Group, Inc., 33 Arch Street Boston, Massachusetts 02110

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: acquire, own, operate, develop, mortgage, lease, sell, exchange or otherwise deal in all kinds of property

Richard D. Fackman
 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
 Richard D. Fackman, Authorized Person

 Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

OCEAN DRIVE CFI LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation, Florida 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

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By: Corrie Burke Special Agent
(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

Delaware

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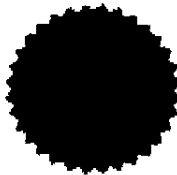
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OCEAN DRIVE OVI LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4045490 0300

050841703



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4227331

DATE: 10-14-05