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Page 1/2

Page 1 of 1

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BASIC AMENDMENT

BEACH CLUB II A - 01/04 CORP.

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Amended 7-20-05

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BEACH CLUB II A -01/04 CORP.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

Article VII is hereby amended to read as follows: The name and address of the initial director of the corporation is as follows: Hilda S. Rondon Romero, 2100 Ponce de Leon Blvd., Suite 600, Coral Gables, FL 33134.

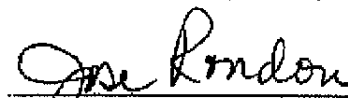
Article VIII is hereby amended to read as follows: The name and address of the initial officer of the corporation is as follows: Hilda S. Rondon Romero, President & Secretary, 2100 Ponce de Leon Blvd., Suite 600, Coral Gables, FL 33134.

SECOND: The date of the amendment's adoption was July 20th, 2005.

THIRD: Adoption of Amendment:

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 20th day of July, 2005.



JOSE RONDON
PRESIDENT

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