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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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March 11, 2004

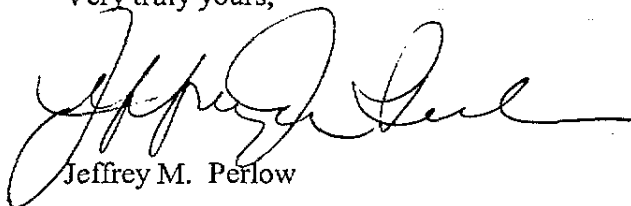
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Punta Ballena 223, Inc.

Gentlemen:

Enclosed is First Amendment to Articles of Incorporation of Punta Ballena 223, Inc., together with check in the sum of \$42.75 for filing fee and a certified copy. A stamped self-addressed envelope is enclosed for return of the certified copy.

Very truly yours,



Jeffrey M. Perlow

JMP:sj
Enclosure



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 19, 2004

JEFFREY M. PERLOW
FROMBERG, PERLOW & KORNIK, P.A.
18901 NE 29TH AVENUE, SUITE 100
AVENTURA, FL 33180

SUBJECT: PUNTA BALLENA 223, INC.
Ref. Number: P04000030086

We have received your document for PUNTA BALLENA 223, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 704A00018428


FIRST AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PUNTA BALLENA 223, INC.

FILED
04 APR -5 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment:

- FIRST: The name of the corporation is hereby changed to PLAYA TORTUGA 15, INC.
- SECOND: The date of this Amendment is March 11, 2004.
- THIRD: These Articles of Amendment were adopted by the sole Incorporator, by written consent dated March 11, 2004. Shareholder approval was not required, as none of the authorized shares have been issued to date.

EXECUTED this 11th day of MARCH, 2004.


JEFFREY M. PERLOW, Incorporator

Prepared by: Jeffrey M. Perlow, Esq.
Suite 100
18901 N. E. 29th Avenue
Aventura, Florida 33180
Florida Bar No. 206725