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


April 8, 2004

Dear Administrator:

Enclosed is a form for "Articles of Amendment to Articles of Organization" for Ocean Scape Development, LLC. The intent is to revise Article V to remove some of the originally filed managing members.

We would like to make this change immediately.

Thank you,


Gary D. Payne
Secretary, Ocean Scape Development, LLC
(772) 234-6137
1085 Andarella Way
Vero Beach, FL

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Ocean Scape Development, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was 03/02/2004.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

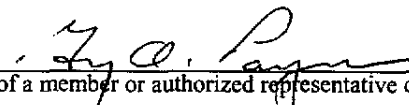
Article V - The names and addresses of managing members/managers have been changed to exclude Indian River Investment Properties, INC., Realty Management & Development, and D.R. Fretz, INC.

Surviving members of Ocean Scape Development, LLC include: Boyd Capital, LLC & Edward Boyd Associates, Unisearch, LLC, and Calvin Cox. Boyd Capital & Edward Boyd Associates is the manager.

All other Articles of Organization are unchanged.

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Dated April 8, 2004.



Signature of a member or authorized representative of a member

Gary D. Payne

Typed or printed name of signee

Filing Fee: \$25.00