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From-RUDEN McCLOSKEY 1752N

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LIMITED LIABILITY AMENDMENT
CLEARWATER SEASHELL RESORT, L.C.

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**AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
CLEARWATER SEASHELL RESORT, L.C.
a Florida Limited Liability Company**

The Articles of Organization of CLEARWATER SEASHELL RESORT, L.C., (Document No.: L00000013596) filed with the Florida Secretary of State on November 6, 2000 are hereby amended as follows:

Article I - Name and Principal Place of Business: of the Articles of Organization of this limited liability company is amended to read in its entirety as follows:

I. **ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS:** The name of the Limited Liability Company is Beachwalk Resort, LLC (the "Company"), and its principal office shall be located at 2905 Bayshore Boulevard, Suite 202, Tampa, Florida, 33629; however, it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate. The mailing address of the Company shall be the same as the principal address.

IN WITNESS WHEREOF, the undersigned has duly executed this Amendment to the Articles of Organization in accordance with Section 608.411 of the Florida Limited Liability Act on this the 19th day of October, 2004.

This Amendment to the Articles of Organization shall be effective upon filing.

CLEARWATER SEASHELL RESORT, L.C.

By: CLEARWATER BEACH RESORTS, LLC

By: 
Brian Taub, Managing Member

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