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Division of Corporations

SHAPIRO & ADAMS

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LIMITED LIABILITY AMENDMENT

LOS LAGOS, L.L.C.

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

LOS LAGOS, L.L.C.
(Present Name)
(A Florida Limited Liability Company)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FIRST: The date of filing of the Articles of Organization was December 18, 2000, under document number L00000015673.

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

ARTICLE VI – MANAGEMENT

Article VI is restated in its entirety as follows:

"The business of the Company shall be managed by the Members and the names and addresses of the Members are:

<u>Name</u>	<u>Address</u>
Valerie Kaan	646 Osprey Point Circle Boca Raton, FL 33431
Gloria Kaan	646 Osprey Point Circle Boca Raton, FL 33431

The management and control of the Company shall be vested in its Members unless and until a Manager is elected by a majority of Members. Ms. Valerie Kaan has been elected as the Managing Member of the Company and shall remain in such capacity until an amendment to these Articles of Organization to the contrary is recorded in the Office of the Secretary of State.

ARTICLE XII – SINGLE PURPOSE

The following paragraph is added to the end of Article XII:

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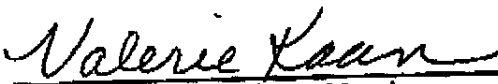
SHAPIRO & ADAMS

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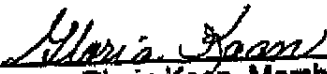
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"Notwithstanding the foregoing, the Company may, upon the approval of its Managing Member, pledge to Ocean Bank or any other lender, for the benefit of Palm Coast Blue Water International Corporation, a Certificate of Deposit, Letter of Credit, or other depository accounts in such amounts as deemed appropriate by the Managing Member.

Dated May 10, 2001.



Valerie Kaan, Member



Gloria Kaan, Member

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TALLAHASSEE, FLORIDA