

Division of Corporations

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L0600002219**Florida Department of State**

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : AGI REGISTERED AGENTS, INC.
Account Number : I20000000205
Phone : (305) 416-6800
Fax Number : (305) 416-6811

SECRETARY OF STATE
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LIMITED LIABILITY AMENDMENT**VENETIAN BAY ESTATES I, L.L.C.**

Certificate of Status	0
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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION

VENETIAN BAY ESTATES I, L.L.C.
a Florida limited liability company

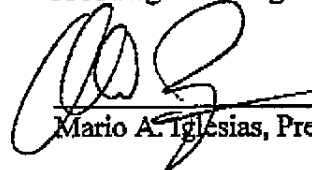
The undersigned, being a majority of the Members of VENETIAN BAY ESTATES I, L.L.C., a Florida limited liability company (the "Company"), hereby certify that effective as of February 26, 2001 the Articles of Organization of the Company are modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. The principal address of the Company is 1110 Brickell Avenue, Suite 504, Miami, Florida 33131, and the mailing address of the Company is c/o AGI Registered Agents, Inc., 1200 Brickell Avenue, Suite 900, Miami, Florida 33131.

2. The registered agent for this Company is AGI Registered Agents, Inc., and the address of the registered agent for service of process is 1200 Brickell Avenue, Suite 900, Miami, Florida 33131.

Having been named the registered agent for the above Company at the place and address designated hereinabove under this Paragraph, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

AGI Registered Agents, Inc.


Mario A. Iglesias, President

3. The Company shall be managed by a Manager. The Manager of the Company is:

Frank J. Amedia
1110 Brickell Avenue, Suite 504
Miami, Florida 33131

4. The following person is ADDED as a Member of the Company:

Larry Powell
1110 Brickell Avenue, Suite 504
Miami, Florida 33131

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5. The following form of signature will be used for obtaining or conveying title to any real or personal property:

VENETIAN BAY ESTATES I, L.L.C.

By: 

Frank J. Amedia, Manager

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6. In all other regards, all of the articles, terms and conditions of the Article Organization of the Company not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Organization of the Company, the terms of this Amendment shall control. This Amendment shall be binding upon all of the Members and the Manager of the Company and their respective legal representatives, heirs, successors and assigns.

7. The foregoing Amendment was approved by a majority of the Members of the Company by joint resolution of a majority of the Members dated February 26, 2001.

IN WITNESS WHEREOF, the undersigned, constituting a majority of the Members of the Company, have hereunto set their hands and affixed the Company's corporate seal this 26th day of February, 2001.


Frank J. Amedia, Member
Robert F. Thorne, Member

[Corporate Seal]

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