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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF

VENETIAN VILLA TOWNHOMES, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was JULY 6, 2001

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

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT, is hereby amended as follows: The street address of the registered office is 2820 NE 23 Street, Fort Lauderdale, Florida 33301; and

ARTICLE VI: MEMBERS, is hereby amended as follows: The name and address of the member of this organization, together with the percentage ownership is as follows: Philip A. Cohen, 3221 NW 10 Terrace, Suite 502, Fort Lauderdale, Florida 33309 - 100%

Dated JANUARY 22 2004

Signature of a member or authorized representative of a member

PHILIP A. COHEN

Typed or printed name of signee

Filing Fee: \$25.00