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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION E OF CARLTON SEA BREEZE LLC (Present Name) (A Florida limited liability company)

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

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

Article III of the Articles of Organization is hereby deleted and the following is substituted therefore:

"The Limited Liability company is being formed for the purpose of acquiring, owning, financing, refinancing, encumbering, leasing, selling and exchanging real property located within the United States. This Limited Liability Company shall have all of the powers vested in a limited liability company organized and existing by virtue of the laws of the State of Florida."

Dated: June 22, 2005.

(Signature of a manager) Park I. Butch (Typed or printed name of signee)

\CARLTON-SEA-BREEZE\ARTICLES-AMEND.DOC