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Florida Department of State
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Account Name : C T CORPORATION SYSTEM
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101-13377

LIMITED LIABILITY AMENDMENT

GUARDIAN VENETIAN BAY HOLDINGS, LLC

Certificate of Status	0
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DIVISION OF CORPORATION

6-5-03

**FIRST AMENDMENT TO ARTICLES OF ORGANIZATION
OF GUARDIAN VENETIAN BAY HOLDINGS, LLC**

The undersigned, being the sole manager of **GUARDIAN VENETIAN BAY HOLDINGS, LLC**, a Florida limited liability company (the "Company") which filed its Articles of Organization with the Florida Department of State on August 10, 2001, Document Number LO1000013377 (the "Articles") hereby amends the Articles as follows:

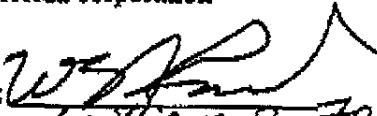
1. Name and Address of Registered Agent. The name and street address of the registered agent in the State of Florida for the Company shall be:
C T Corporation System
c/o C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324
2. Management of the Company. The Company shall be managed by the Manager, whose name and address is as follows:

Guardian Equities, Inc.
1775 Broadway, 23rd Floor
New York, NY 10019

The Manager shall serve as the manager of the Company until its successor is elected and qualified.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 22nd day of May, 2003.

MANAGER:
GUARDIAN EQUITIES, INC.,
a Florida corporation

By: 
Name: William S. Friedman
Title: President
William S. Friedman, President

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TALLAHASSEE, FLORIDA

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AGENT ACCEPTANCE
FOR
GUARDIAN VENETIAN BAY HOLDINGS, LLC

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

C T CORPORATION SYSTEM


CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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