

WL1000017063

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Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY AMENDMENT

BF AT CLUB KENDALL, L.L.C.

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WL1-17063
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**CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION
OF
BF AT CLUB KENDALL, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned Company adopts the following Certificate of Amendment to its Articles of Organization:

1. The name of the limited liability company is PUERTA DEL SOL, LLC ("Company").
2. The Articles of Organization were filed on October 4, 2001, and assigned document number L01000017053.
3. The Company's Articles of Organization are hereby amended as follows:
 - a. Article III of the Company's Articles of Organization is deleted and replaced with the following new Article III, as follows:

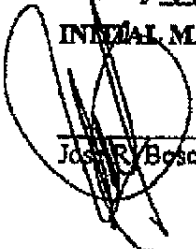
The Company is to be managed by: a manager or managers and the name(s) and address of such manager is:


Martin Caparros, Jr.
5779 NW 151st Street
Miami Lakes, Florida 33014

4. Except as hereby amended, the Articles of Organization of the Company shall remain the same.


IN WITNESS WHEREOF, the undersigned, consisting of the initial Managers of the Company and the current sole Manager of the Company, have executed this Certificate of Amendment as of February 19, 2004.

INITIAL MANAGERS:


Jose R. Boschetti


Luis R. Boschetti

CURRENT SOLE MANAGER:


Martin Caparros, Jr.

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