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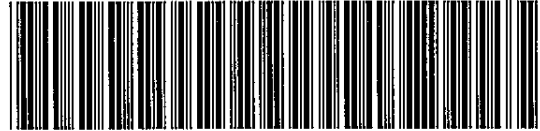
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 913277 4311473
AUTHORIZATION : *Patricia Pignatelli*
COST LIMIT : \$ 60.00

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ORDER DATE : January 30, 2003
ORDER TIME : 2:18 PM
ORDER NO. : 913277-050
CUSTOMER NO: 4311473
CUSTOMER: Jackie Gerstenfeld, Paralegal
Stearns Weaver Miller
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC AMENDMENT FILING

NAME: PHG - CLUB, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155
EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
OF
THE ARTICLES OF ORGANIZATION
OF
PHG - CLUB, LLC

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Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, **PHG - CLUB, LLC**, a Florida limited liability company (the "Company"), whose Articles of Organization were filed with the Florida Department of State on October 17, 2001 adopts the following articles of amendment to its Articles of Organization.

ARTICLE I

The name of the Company is **PHG - Club, LLC**.

ARTICLE II

Article I of the Company's Articles of Organization is deleted in its entirety and the following is substituted in its stead:

The name of the Limited Liability Company is **PHG - Villas, LLC**.

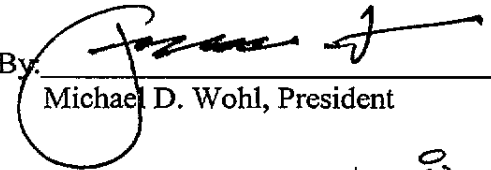
ARTICLE III

These articles of amendment shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has signed the Articles of Amendment of the Articles of Organization as the Member pursuant to the provisions of Section 608.408 of the Florida Limited Liability Company Act.

DATED: January 21, 2003

PHG GP HOLDINGS, LLC, a Florida limited liability company, its sole Member

By: 
Michael D. Wohl, President

IAW-CO35360\000\NAME CHANGE\AOA.CLUB-NAME.doc

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