

Division of Corporations

Page 1 of 2

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Fax Number : (850) 205-0383

From:

Account Name : AGI REGISTERED AGENTS, INC.
Account Number : I20000000205
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LIMITED LIABILITY AMENDMENT

GRAND PALAZZO III, L.L.C.

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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION

GRAND POLAZZO III, L.L.C.,
a Florida limited liability company

The undersigned, being the Manager of GRAND POLAZZO III, L.L.C., a Florida limited liability company (the "Company"), hereby certifies that effective as of January 1, 2002 the Articles of Organization of the Company are modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. Article VIII of the Articles of Organization of the Company is hereby modified to provide that Hendricks Investments, LLC, a Florida limited liability company, shall be the sole Manager of the Company effective March 15, 2002, and that from and after March 15, 2002 the name and street address of the sole Manager of the Company are as follows:

<u>Name</u>	<u>Address</u>
Hendricks Investment, LLC a Florida limited liability company	1110 Brickell Avenue Suite 504 Miami, Florida 33131

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2. Additionally, Article IX of the Articles of Organization of the Company is hereby deleted.

3. In all other regards, all of the articles, terms and conditions of the Articles of Organization of the Company not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Organization of the Company, the terms of this Amendment shall control. This Amendment shall be binding upon all of the Members and the Manager of the Company and their respective legal representatives, heirs, successors and assigns.

4. The foregoing Amendment was approved by a majority of the Members of the Company by joint resolution of a majority of the Members dated January 1, 2002.

IN WITNESS WHEREOF, the undersigned, being the sole member and the managing member of the Company, has hereunto set his hands and affixed the Company's seal this 20th day of March, 2002.

By: Hendricks Investment, LLC, a Florida
limited liability company, its manager

By: 
Robert F. Thorne, Manager
[Company Seal]