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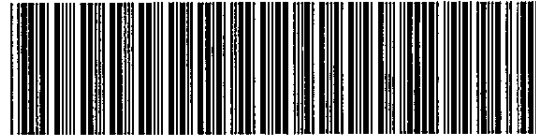
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
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COST LIMIT : \$ 25.00

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Patricia

ORDER DATE : August 26, 2004

ORDER TIME : 2:23 PM

ORDER NO. : 864221-005

CUSTOMER NO: 5150630

CUSTOMER: Ms. Jean Swanson
Krass Monroe, P.a.
Suite 1000
8000 Norman Center Drive
Minneapolis, MN 55437-1178

DOMESTIC AMENDMENT FILING

NAME: BAY HARBOR, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire -- EXT# 2909

EXAMINER'S INITIALS: _____

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**Articles of Amendment
of the
Articles of Organization of
Bay Harbor, L.L.C.
a Florida limited liability company**

1. The name of the limited liability company is Bay Harbor, L.L.C. (the "Company").
2. The date of filing of the Articles of Organization of the Company was January 4, 2002.
3. The Articles of Organization, as amended on March 8, 2002 and on May 21, 2003, are hereby further amended as follows:

- 3.1 Article VI is deleted in its entirety and the following is substituted in lieu thereof:

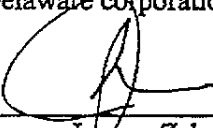
ARTICLE VI – MANAGEMENT

The Company shall be managed by Bay Harbor Manager, Inc., a Delaware corporation and a member of the Company.

4. These Articles of Amendment shall be effective on the day they are filed with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned Managing Member of the Company has executed these Articles of Amendment on August 26, 2004.

**BAY HARBOR MANAGER, INC.,
a Delaware corporation**

By: 
Name: Joanna Zabriskie
Its: Vice President