



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 14, 2002

PALAZZO ESTATES GROUP, LLC
C/O AGI REGISTERED AGENTS, INC.
1200 BRICKELL AVE., SUITE 900
MIAMI, FL 33131

SUBJECT: PALAZZO ESTATES GROUP, LLC
REF: L02000004166

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DIVISION OF CORPORATION

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Diane Cushing
Corporate Specialist

FAX Aud. #: E02000152771
Letter Number: 502A00039181

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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION

PALAZZO ESTATES GROUP, LLC,
a Florida limited liability company

The undersigned, being the Manager of PALAZZO ESTATES GROUP, LLC, a Florida limited liability company (the "Company"), hereby certifies that the Articles of Organization of the Company filed with the Florida Department of State on February 21, 2002 are hereby 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 as of February 22, 2002 Robert F. Thorne has become a Manager of the Company. Accordingly, the name and street address of the Managers of the Company as of such date are as follows:

<u>Name</u>	<u>Address</u>
Robert F. Thorne	1110 Brickell Avenue, Suite 504 Miami, Florida 33131
Eli Baron	1675 Micanopy Way Miami, Florida 33133

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2. 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 Managers of the Company and their respective legal representatives, heirs, successors and assigns.

3. The foregoing Amendment was approved by resolution approved by a majority of the Members on April 12, 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 18 day of June, 2002.



Frank J. Amedia, Manager

By: Mario A. Iglesias, as attorney-in-fact

[Company Seal]

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