

Sent By: BFC FINANCIAL CORP;
Division of Corporations

954 760 5210

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Florida Department of State
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From: Account Name : B F C FINANCIAL CORPORATION
Account Number : I20030000136
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LIMITED LIABILITY AMENDMENT
LEVITT REALTY & FINANCE, LLC

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 17, 2003

LEVITT REALTY & FINANCE, LLC
P.O. BOX 5403
FORT LAUDERDALE, FL 33310

SUBJECT: LEVITT REALTY & FINANCE, LLC
REF: L02000010488

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The articles were originally filed on May 1, 2002. Please correct the document.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 606, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Trevor Brumbley
Document Specialist

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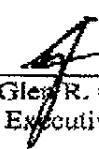
**ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION
OF
LEVITT REALTY & FINANCE, LLC**

1. The name of the company is Levitt Realty & Finance, LLC, a Florida limited liability company (the "Company").
2. The Company filed its Articles of Organization on May 1, 2002.
3. Article One of the Articles of Organization is amended to change the name of the Company to "Levitt Capital, LLC."
4. These Articles of Amendment to the Articles of Organization shall be effective upon filing with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the Company's sole member has executed these Articles of Amendment to Articles of Organization this 3rd day of November, 2003.

Levitt Corporation, a Florida corporation
and sole member

By: _____


Glen R. Gilbert
Executive Vice President

03/11/03 11:28 AM

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