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LIMITED LIABILITY AMENDMENT

BAYFAIR INNISBROOK, LLC

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
BAYFAIR INNISBROOK, LLC**

Pursuant to Florida Statutes Section 608.411, the Articles of Organization of BAYFAIR INNISBROOK, LLC, are hereby amended as follows:

1. The name of the limited liability company is BAYFAIR INNISBROOK, LLC (the "LLC").
2. The Articles of Organization of the LLC were filed with the office of the Florida Department of State on September 24, 2002.
3. Article I of the Articles of Organization of the LLC is hereby amended to read as follows:

"ARTICLE I

Name

The name of this Limited Liability Company is: INNISBROOK F, LLC."

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Amendment to the Articles of Organization of BAYFAIR INNISBROOK, LLC, this 13th day of March, 2004.


STEVEN M. SAMAHA

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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