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Account Name : SIEGFRIED, KIPNIS, RIVERA, LERNER, DE LA TORRE & MOCA
Account Number : 076424000767
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LO2-28142

Amended

LIMITED LIABILITY AMENDMENT

WINDMOOR PROJECT, LLC

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S H E E T

To: Florida Department of State
From: Mirta M. Iglesias Thomas
Fax #: (850) 205-0383
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Subject: WINDMOOR PROJECT, LLC
File #: 2030295
Date: MAY 16, 2005 TIME: 3:29 PM
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Siegfried, Rivera, Lerner, De La Torre & Sobel, P.A.
201 Alhambra Circle, 11th Floor, Coral Gables, Florida 33134
(305) 442-3334, Fax: (305) 443-3292

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Articles of Amendment to Articles of Organization
of
WINDMOOR PROJECT, LLC

Pursuant to the provisions of Section 608.411, Florida Statutes, WINDMOOR PROJECT, LLC, a Florida limited liability company, hereby adopts the following Articles of Amendment to its Articles of Organization filed on the 23rd day of October, 2002:

FIRST: ARTICLE III -- PURPOSE is amended by deleting the text of Article III in its entirety and substituting the following in lieu thereof:

A. The purpose of the Limited Liability Company is limited solely to (i) owning, holding, financing, selling, demolishing, developing, constructing, leasing, transferring, exchanging, operating and managing the real property located at 1861 NW South River Drive, Miami, Florida, and more particularly described on Exhibit A (the "Property"), and any other lawful purpose related to the Property, and (ii) transacting any and all lawful business that is incident, necessary and appropriate to accomplish the foregoing. The Limited Liability Company shall also have the rights and powers as shall be provided by Florida Statutes, Chapter 608, and specifically Section 608.404, as presently enacted and as it may from time to time be amended, to the extent not inconsistent herewith.

B. Notwithstanding any other provision of these Articles to the contrary, so long as a financial institution ("Lender") providing financing to the Limited Liability Company requires that the Limited Liability Company observe the following conditions, the Limited Liability Company shall, unless otherwise permitted by the Lender:

1. Not engage in or be authorized to engage in any business unrelated to the Property;
2. Not own assets other than those related to its interest in the Property;
3. Not incur debt except as permitted by the loan documents related to the Loan;
4. Maintain its own books and records;
5. Hold itself out as being, and shall conduct all business as, a separate legal entity, with separate stationery, invoices and checks;
6. Not guaranty the debts or obligations of any other natural person, corporation, limited liability company, limited liability partnership, limited partnership, general partnership, joint stock company, joint venture, association, company, trust, bank, trust company, land trust, business trust, real estate investment trust or other organization, whether or not a legal entity, or any government, agency, country or political subdivision thereof (each, a "Person"); and
7. Not commingle its assets or funds with those of any other Person.

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SECOND: ARTICLE V - MANAGEMENT/MEMBERS is amended to reflect that during such time as a Lender providing financing to the Limited Liability Company requires that either Miguel A. Barbagallo or an entity controlled by Miguel A. Barbagallo act as the sole Manager of the Limited Liability Company, the Manager of the Limited Liability Company shall be Terrazas Riverpark Management Corp., a Florida corporation. Otherwise, Windmoor Property, LLC, and BA Investment Group - U.S.A. Corp. shall be the Managers of the Limited Liability Company.

The Amendments were adopted unanimously by the Members. The number of votes cast for the Amendments were also sufficient for approval by the Manager.

Signed this 16th day of May, 2005.

MEMBERS:

BA INVESTMENT GROUP-U.S.A. CORP.

By: _____
Julio Comparada, President

Date: _____

WINDMOOR PROPERTY, LLC

By: B DEVELOPMENTS L.L.C., a Florida
limited liability company, its Manager

By: _____
Miguel A. Barbagallo,
Managing Member

Date: 5-16-05

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TELEPHONE 305 443 3292
FAX 305 443 3292

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SECOND: ARTICLE V - MANAGEMENT/MEMBERS is amended to reflect that during such time as a Lender providing financing to the Limited Liability Company requires that either Miguel A. Barbagallo or an entity controlled by Miguel A. Barbagallo act as the sole Manager of the Limited Liability Company, the Manager of the Limited Liability Company shall be Terrazas Riverpark Management Corp., a Florida corporation. Otherwise, Windmoor Property, LLC, and BA Investment Group - U.S.A. Corp. shall be the Managers of the Limited Liability Company.

The Amendments were adopted unanimously by the Members. The number of votes cast for the Amendments were also sufficient for approval by the Manager.

Signed this 16th day of May, 2005.

MEMBERS:

BA INVESTMENT GROUP-U.S.A. CORP.

By: [Signature]
Julio Comparada, President

Date: 5-16-05

WINDMOOR PROPERTY, LLC

By: B DEVELOPMENTS L.L.C., a Florida
limited liability company, its Manager

By: _____
Miguel A. Barbagallo,
Managing Member

Date: _____

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VOYAGE TO THE END OF THE EARTH

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Exhibit "A"

The North 480 feet of Lot 5, of VALENTINE'S SUBDIVISION of the Southeast 1/4 of Section 34, Township 53 South, Range 41 East, according to the Plat thereof, as recorded in Plat Book B, at Page 10, of the Public Records of Miami-Dade County, Florida, excepting therefrom lands conveyed to the City of Miami recorded in O. R. Book 10474, at Page 1715.

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