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March 12, 2003

FEDERAL EXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, FL 32399

RE: *Adrian Real Estate Investments V, Inc. and Adrian Real Estate Investments V, L.L.C.*

Dear Gretchen:

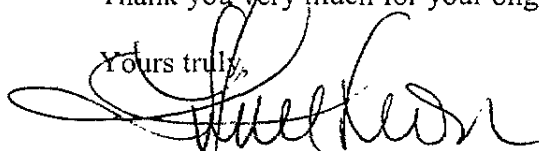
Enclosed please find the Certificate of Amendment of Articles of Incorporation of Adrian Real Estate Investments V, Inc. and the Articles of Amendment of Articles of Organization of Adrian Real Estate Investments V, L.L.C.. Please process these papers as quickly as possible.

Please provide us by fax with a certificate of Good Standing for the limited liability company and the corporation with the new names and evidence of the filing of the enclosed documents. I would also appreciate if you would return the originals using the enclosed Federal Express slip.

We have enclosed a check in the amount of \$60.00 for the filing fee for both amendments. Should you require any further information, please do not hesitate to contact our offices.

Thank you very much for your ongoing assistance.

Yours truly,



Ivette Halphen Leon, Esq.
:IHL
Enclosures

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ARTICLES OF AMENDMENT OF ARTICLES OF ORGANIZATION
OF ADRIAN REAL ESTATE INVESTMENTS V, L.L.C.

Pedro J. Adrian, as President of **ADRIAN REAL ESTATE INVESTMENTS V, INC.**, a Florida corporation, Managing Member (the "Limited Liability Company"), hereby certifies that all of the Members of the Limited Liability Company adopted a resolution by unanimous written consent on the 12th day of March, 2003, which approved and adopted the following amendment to the Limited Liability Company's Articles of Organization filed on February 12, 2003:

"ARTICLE I
NAME

The name of the limited liability company shall be **BAHIA HONDA REAL ESTATE INVESTMENTS V, L.L.C.**, and its principal place of business shall be in the City of Miami, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designed by the members."

IN WITNESS WHEREOF, PEDRO J. ADRIAN, as President of **ADRIAN REAL ESTATE INVESTMENTS V, INC.**, a Florida corporation, Managing Member of **ADRIAN REAL ESTATE INVESTMENTS V, L.L.C.** has executed this Certificate the 12th day of March, 2003.

ADRIAN REAL ESTATE INVESTMENTS V, INC., a
Florida corporation, Managing Member

By: 

Pedro J. Adrian, President

Attest: 

By: 

Pedro J. Adrian, Secretary

NOTARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)

) ss

COUNTY OF MIAMI-DADE)

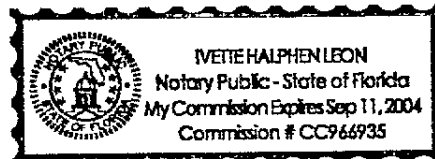
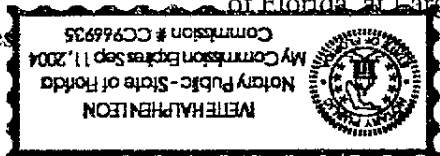
The foregoing Articles of Amendment of Articles of Organization of **ADRIAN REAL ESTATE INVESTMENTS V, L.L.C.**, were acknowledged before me, a Notary, this 12th of March, 2003, by Pedro J. Adrian, President of **ADRIAN REAL ESTATE INVESTMENTS V, INC.**, Member,

who is personally known to me or who produced as identification, on
behalf of the Limited Liability Company.

[Signature]
NOTARY PUBLIC, State (SEAL)

of Florida, at Large

Commission Expires



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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