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LIMITED LIABILITY AMENDMENT

VENETIAN BAY VILLAGE PROPERTY MANAGEMENT, LLC

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FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

May 6, 2003

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
VENETIAN BAY VILLAGE PROPERTY MANAGEMENT, LLC**

Pursuant to the requirements of Section 608.411, Florida Statutes, the undersigned does hereby make, swear to, adopt and file these Articles of Amendment to the Articles of Organization of Venetian Bay Village Property Management, LLC (the "Company"), which Company was organized under the laws of the State of Florida on February 13, 2003:

1. The Managing Member of the Company has approved said change. Therefore, Article II of the Company's Articles of Organization shall be deleted in its entirety and the following inserted in its place:

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 215 Celebration Place, Suite 100, Celebration, Florida 34747, or such other place as the Managing Member of the Company may determine from time to time.

2. All other provisions of the Company's Articles of Organization shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles of Organization was adopted by the Managing Member of the Company on the 30 day of April, 2003.

DATED this 30 day of April, 2003.

McLaughlin-Williams, Inc., Managing Member

By: 

William McLaughlin, President

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