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AMENDMENT TO THE

ARTICLES OF ORGANIZATION

OF

BELLEAIR LIFESTYLES ESTATES, LLC

a Florida Limited Liability Company

A. The name of this Limited Liability: Company is

BELLEAIR LIFESTYLES ESTATES, L.L.C., (the "Company").

- B. The Articles of Organization of the company were filed with the Florida Secretary of State on February 19, 2003.
- C. The Articles of Organization of the company are amended pursuant to a resolution adopted by the members in conformity with the companies Regulations as follows:
 - 1. ARTICLE I NAME, which reads:

The name of this Limited Liability Company is BELLEAIR LIFESTYLE ESTATES, LLC, (the "Company"), is deleted and the following language is substituted in place thereof:

ARTICLE I NAME

The name of this Limited Liability Company is

REBEL X, LLC

2. ARTICLE III - ADDRESS, which reads:

The mailing and street address of the Company's principal place of business is 628 Pineland Avenue, Belleair, Florida 33756 is deleted and the following language is substituted in place thereof:

ARTICLE III ADDRESS

The mailing and street address of the Company's principal place of business is 941 Eldorado Ave. Clearwater Beach, Florida 33767.



ARTICLE VI - MEMBERS, which reads:

The names and addresses of the initial members are as follows:

JOCHEN D. KNEWITZ,

628 Pineland Avenue Belleair, Florida 33756

GERD WEBER

310 Overbrook Drive Belleair, Florida 33756

is deleted and the following language is substituted in place thereof:

ARTICLE VI MEMBERS

The names and addresses of the current members are as follows:

JOCHEN D. KNEWITZ,

628 Pineland Avenue Belleair, Florida 33756

GERD WEBER

2271 N. Overbrook Ave. Belleair Bluffs Florida 33770

ANDREAS MUNK, MGR

941 Eldorado Ave. Clearwater Beach, Florida 33767

THESE AMENDED ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 22 day of 2003.

RONALD C. WHITE