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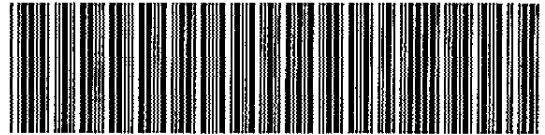
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January 2, 2004

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*** BOARD CERTIFIED
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AND CERTIFIED MEDIATOR

ADDITIONAL JURISDICTIONS

- * ADMITTED IN ILLINOIS
- ** ADMITTED IN U.S. VIRGIN ISLANDS
- *** ADMITTED IN MICHIGAN
- * ADMITTED IN WASHINGTON, D.C.
- ** ADMITTED IN OHIO
- ** LL.M. IN OCEAN AND COASTAL LAW
- ** LL.M. IN TAXATION
- * ADMITTED IN WISCONSIN
- ** ADMITTED IN GEORGIA
- *** ADMITTED IN NEW YORK

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Regarding: Articles of Amendment for Beachwalk Head End, L.L.C.

Dear Clerk:

Enclosed please find Articles of Amendment for filing, together with filing fees due in the amount of \$25.00.

If you have any questions, please feel free to call my office. Thank you.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM
FUREN & GINSBURG, P.A.

Holly M. Hawk
Holly M. Hawk

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF ORGANIZATION OF
BEACHWALK HEAD END, L.L.C.
a Florida limited liability company**

ARTICLE 1. - NAME

The name of this limited liability company is **BEACHWALK HEAD END, L.L.C.** (the "Company").

ARTICLE 2. - DATE OF FILING OF ARTICLES OF ORGANIZATION

The Articles of Organization of the Company were filed by the State of Florida on April 17, 2003.

ARTICLE 3. - AMENDMENT TO CHANGE PURPOSE AND POWER

Article III of the original Articles of Organization of **BEACHWALK HEAD END, L.L.C.** hereby deleted in its entirety, and the following is substituted in lieu thereof:

"ARTICLE III - PURPOSE AND POWER

The business of the Company shall be to carry on any lawful business or activity in accordance with applicable law, and to have and exercise all of the powers, rights and privileges which a limited liability company organized pursuant to the Florida Act may have and exercise. Title to real estate and to other assets acquired by the Company shall be held in the name of the Company. In carrying out the purposes of the Company, but subject to all other provisions of this Agreement, the Company shall have all powers and rights of a limited liability company organized under the Florida Act, to the extent such powers and rights are not proscribed by the Articles. Notwithstanding the foregoing, the Company shall not have the power to pledge, encumber, transfer, or convey any of its assets, and the Company shall not have the power to borrow any monies from any person or entity.

ARTICLE 4. - DATE OF THE AMENDMENT'S ADOPTION

The amendment changing the purposes and power of the Company, was adopted by the sole Member and Co-Managers of the Company on July 1, 2003.

ARTICLE 5. - ADOPTION OF THE AMENDMENT

The amendment changing the purposes and power of the Company was adopted by the sole Member and Co-Managers of the Company. The number of votes cast for the Amendment by the sole Member was sufficient for approval under Florida Statutes and the Operating Agreement of the Company.

ARTICLE 6. - EFFECTIVE DATE OF AMENDMENT

The Amendments to change the Company shall be effective upon the filing of the Articles of Amendment with the Secretary of State of the State of Florida.

The undersigned, as Co-Managers and sole Member of the Company, have executed these Articles of Amendment of the Articles of Organization on July 1, 2003.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"CO-MANAGERS"

DIGITAL COMMUNITY NETWORKS, INC., a
Florida corporation, as Co-Manager

By: 

ROBERT M. MISCAVAGE, President


TROY H. MYERS, JR., as Co-Manager

"SOLE MEMBER"

DIGITAL COMMUNITY NETWORKS, INC., a
Florida corporation, as Sole Member

By: 

ROBERT M. MISCAVAGE, President

I hereby certify that I am the duly elected secretary of the aforementioned Company, and that the foregoing Amendment to the Articles of Organization of the Company was approved by the Co-Managers and the sole Member of the aforementioned Company.

DIGITAL COMMUNITY NETWORKS, INC., a
Florida corporation, as Secretary

By: 

ROBERT M. MISCAVAGE, President

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ALABAMA