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Division of Corporations

Page 1 of 1

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LIMITED LIABILITY AMENDMENT

BFC REALTY, LLC

Certificate of Status	0
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Page Count	02
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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
BFC REALTY, LLC

FIRST: The date of filing of the Articles of Organization was August 19, 2003 and assigned document number L03000030867.

SECOND: The following amendments to the Articles of Organization were adopted by the limited liability company. The Articles of Organization are being amended in their entirety as follows:

ARTICLE I - Name:

The name of the Limited Liability Company is: BFC REALTY, LLC

ARTICLE II - Purpose:

The Limited Liability Company is organized to engage in any business permitted by the Florida Statutes and may purchase, acquire, buy, sell, mortgage, own, trade in, hold, develop, lease, manage, subdivide and otherwise deal in and with real property and improvements thereon and to engage in such other lawful activities as are reasonably necessary or incidental to that purpose.

ARTICLE III -- Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 912 E. Broward Blvd., Ft. Lauderdale, FL 33301

ARTICLE IV - Registered Agent:

The name of the registered agent for BFC REALTY, LLC is Bruce Hernan, and the street address where the registered agent is located is 1401 E. Broward Blvd., Suite 205, Ft. Lauderdale, FL 33301.

ARTICLE V -- Duration:

The period of duration for the Limited Liability Company shall be: Perpetual.

ARTICLE VI -- Management:

The Limited Liability Company is to be managed by the manager and the name and

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address of the manager is: Layne Meyer 912 E. Broward Blvd., Ft. Lauderdale, FL 33301.

ARTICLE VII — Admission of Additional Members:

Members shall have the right to admit new members by unanimous consent.

ARTICLE VIII — Members' Rights to Continue Business

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the unanimous consent of the remaining members.

IN WITNESS WHEREOF, I have signed Amendment to Articles of Organization and acknowledged them to be my act this 26 day of August, 2003.



BRUCE HERMAN, authorized representative of
-Manager

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