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Page 1 of 1

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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

BAHIA-TAMPA HOLDINGS, L.L.C.

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**ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF
BAHIA-TAMPA HOLDINGS, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Chapter 621, Florida Statutes, the Articles of Organization of BAHIA-TAMPA HOLDINGS, L.L.C., a Florida limited liability company (the "Company") which were filed with the Secretary of State for the State of Florida on September 16, 2003 are hereby amended as follows:

1. The name of the Manager of the Company is hereby amended to be:

SUNVEST RESORT COMMUNITIES, L.C., a Florida limited liability company

2. The foregoing Amendment was adopted by the unanimous approval of the Members of the Company on August 10, 2004.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 11th day of August, 2004.

BAHIA-TAMPA HOLDINGS, L.L.C., a Florida limited liability company

By: SUNVEST RESORT COMMUNITIES, L.C., a Florida limited liability company, its Manager

By: 
HARVEY BIRDMAN, Manager

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The execution of the foregoing Articles of Amendment to Articles of Organization was acknowledged before me this 11th day of August, 2004 by HARVEY BIRDMAN as the Manager of SUNVEST RESORT COMMUNITIES, L.C., a Florida limited liability company, the Manager of BAHIA-TAMPA HOLDINGS, L.L.C., a Florida limited liability company, who is personally known to me.

My Commission Expires:

Notary Public, State of Florida

Print Name: _____

