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Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY AMENDMENT

B&B 4312 OCEAN, LLC

Certificate of Status	0
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**CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION
OF**

**B&B 4312 OCEAN, LLC
a Florida limited liability company**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned Company adopts the following Certificate of Amendment to its Articles of Organization:

1. The name of the limited liability company is B&B 4312 OCEAN, LLC (the "Company").
2. The Articles of Organization were filed on September 26, 2003, and assigned document number L03000036844.
3. The Amendments to the Articles of Organization set forth below were adopted by all of the Members of the Company on December 15, 2003 pursuant to the Operating Agreement of the Company dated as of September 26, 2003.
4. The Company's Articles of Organization are hereby amended as follows:
 - a. Article IV of the Company's Articles of Organization is deleted and replaced with the following new Article IV, as follows:

The Company is to be managed by: a manager or managers and the name(s) and address of such manager is:

Luis R. Boschetti
2901 SW 8 Street, Suite 204
Miami, Florida 33135

Scott Bensch
10400 Griffin Road - Suite 104
Cooper City, Florida 33328-3320

5. Except as hereby amended, the Articles of Organization of the Company shall remain the same.

IN WITNESS WHEREOF, the undersigned, consisting of the initial Managers of the Company and the current Managers of the Company, have executed this Certificate of Amendment as of December 15, 2003.

INITIAL MANAGERS:

CURRENT MANAGERS:


Luis R. Boschetti


Luis R. Boschetti


C. Scott Bensch


C. Scott Bensch

SECRETARY TO STATE
ALLAHAMSEE: 11/06/04

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