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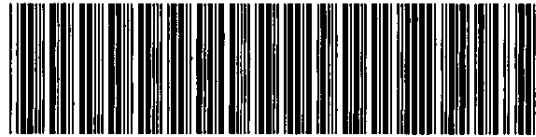
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J. BRYAN MAY 25 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SunTerra Group, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Diana H. Cutright

(Name of Person)

SunTerra Group, LLC

(Firm/Company)

4208 Hill Street

(Address)

Mims, FL 32754

(City/State and Zip Code)

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For further information concerning this matter, please call:

Diana H. Cutright

(Name of Person)

at (321) 269-7896

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$25.00 Filing Fee



\$30.00 Filing Fee &
Certificate of Status



\$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)



\$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

SunTerra Group, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on 9/29/2003 and assigned document number L03000037065.

SECOND: This amendment is submitted to amend the following:

Remove Michelle M. Cozart from the LLC. She is no longer an active member of SunTerra.

She has not been active as of January 1, 2006

Remove Michelle M. Cozart.

Address: 2455 Rainey Court

Oviedo, FL 32766

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Dated January 1, 2006.

Diana H. Cutright
Signature of a member or authorized representative of a member

Diana H. Cutright

Typed or printed name of signee

Filing Fee: \$25.00