

Division of Corporations

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Florida Department of State

Division of Corporations
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**FIRST AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
BSP/MASTERS COVE, LLC**

Pursuant to the provision of Section 608.411, Florida Statutes as amended, the undersigned limited liability company adopts the following articles of amendment to its articles of organization and swears to the following:

- FIRST:** The name of the limited liability company is BSP/MASTERS COVE, LLC (the "Company").
- SECOND:** The articles of organization were filed on the 17th day of November, 2003. The Amended and Restated Articles of Organization were filed on October 3, 2008.
- THIRD:** The following amendments to the Amended and Restated Articles of Organization were adopted by the Company:

1. Article I is hereby restated in its entirety as follows:

"ARTICLE I - NAME

The name of the limited liability company is BREF-MASTERS COVE, LLC."

2. Article IV is hereby restated in its entirety as follows:

"ARTICLE IV - MANAGEMENT

The limited liability company is to be manager-managed. The manager of the limited liability company is BCOM Investment Manager, LLLP, a Florida limited liability limited partnership."

- FOURTH:** All other provisions of the Amended and Restated Articles of Organization of the Company shall remain in full force and effect without any modification thereof.

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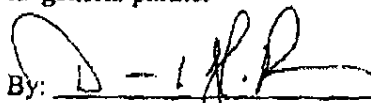
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IN WITNESS WHEREOF, the undersigned has executed this First Amendment to the Amended and Restated Articles of Organization this ~~28~~²⁹ of January, 2009.

SOLE MANAGER:

BCOM Investment Manager, LLLP,
a Florida limited liability limited partnership

By: BCOM Manager GP, Inc.,
a Florida corporation,
its general partner

By: 
Denny St. Romain, Vice President