

**L03000044905**

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**From: Sharon Sandidge**  
Fax: 954-333-4134  
Phone: 954-761-2934  
E-mail: sharon.sandidge@gmlaw.com

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**NOTES:**

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AMENDMENT TO ARTICLES OF INCORPORATION OF  
BREF-MASTERS COVE, LLC

This Amendment to Articles of Incorporation of BREF-MASTERS COVE, LLC, a Florida limited liability company ("*Company*"), is made effective as of May 21, 2013.

RECITALS

A. BSP/Masters Cove, LLC ("*Original Entity*") was formed pursuant to Articles of Incorporation filed with the Secretary of State of the State of Florida effective November 17, 2003 ("*Original Articles*"). The Document Number of the Company is L03000044905. The Original Articles were amended by that certain Amended and Restated Articles of Organization of BSP/Masters Cove, LLC on October 3, 2008 ("*Amendment*"). The Amendment was amended by that certain First Amendment to Amended and Restated Articles of Organization of the Original Entity on January 29, 2009 whereby the Original Entity changed its name to BREF Masters Cove, LLC ("*First Amendment*"). The First Amendment was amended by that certain Articles of Amendment to Articles of Organization dated July 9, 2012 ("*Second Amendment*"). The Original Articles, Amendment, First Amendment, and Second Amendment shall collectively be referred to as the "*Articles*".

B. Pursuant to Article IV of the First Amendment, the Company is a manager-manger entity.

NOW, THEREFORE, for and in consideration of the foregoing recitals and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged it is hereby agreed as follows:

1. Article IV of the Articles is amended to read that the Company is to be member-managed and the present sole member is BREF Master Cove Holdings, LLC, a Delaware limited liability company.

2. All other provisions of the Articles shall remain in full force and effect without any modification thereof.

[SIGNATURES FOLLOW ON NEXT PAGE]

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IN WITNESS WHEREOF, this First Amendment is executed as of this 21 day of May, 2013.

COMPANY

WITNESSES:

BREF-MASTERS COVE, LLC, a Florida limited liability company

[Signature]  
Print  
[Signature]  
Print

By: [Signature]  
Name: Diana Lopez  
Title: CEO  
Date: 5/21/13

SOLE MEMBER

WITNESSES:

BREF MASTER COVE HOLDINGS, LLC, a Delaware limited liability company

[Signature]  
Print  
[Signature]  
Print

By: [Signature]  
Name: Diana Lopez  
Title: CEO  
Date: 5/21/13

MANAGER

WITNESSES:

TS MANAGER, LLC

[Signature]  
Print  
[Signature]  
Print

By: [Signature]  
Name: Diana Lopez  
Title: CEO  
Date: 5/21/13