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FONTAINEBLEAU LAS VEGAS II, LLC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

Fontainebleau Las Vegas II, LLC

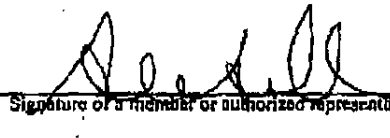
(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on February 24, 2004 and assigned
document number LC400014913

SECOND: This amendment is submitted to amend the following:

The Company is to be managed by the member. The name and address of the
member is: Fontainebleau Las Vegas Holdings, LLC, 2827 Paradise Road,
4th Floor, Las Vegas, NV 89109

Dated May 24, 2007


Signature of a member or authorized representative of a member

Glenn Schaeffer
Typed or printed name of signer

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