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CORPORATION SERVICE COMPANY™

ATTN: Buck Kohr

ACCOUNT NO. : 0721000000032

REFERENCE : 539166 4311473

AUTHORIZATION :

Patricia Kent

COST LIMIT : \$ 185.00

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ORDER DATE : April 1, 2004

ORDER TIME : 3:45 PM

ORDER NO. : 539166-005

CUSTOMER NO: 4311473

CUSTOMER: Ms. Jackie Gerstenfeld
Stearns Weaver Miller
Suite 2200, Museum Tower
150 West Flagler Street
Miami, FL 33130

DOMESTIC AMENDMENT FILING

NAME: BLUE VIEW LAND TRUST

INTO

BLUE VIEW II L.L.C.

XX CERTIFICATE OF CONVERSION

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Reynolds -- EXT# 2934

EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION
OF
BLUE VIEW LAND TRUST
TO
BLUE VIEW II L.L.C.**

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04 APR - 1 PM 7:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Organization of Blue View II L.L.C. and this Certificate of Conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was the Blue View Land Trust formed on April 28, 2003 (the "Trust").

G-04092900238

SECOND: The Trust was formed on April 28, 2003 under the jurisdiction of the State of Florida.

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is Blue View II L.L.C.

Dated: April 28, 2003

BLUE VIEW II L.L.C.

By: 
Larry E. Lichter, Managing Member

ARTICLES OF ORGANIZATION
OF
BLUE VIEW II L.L.C

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledge and files the following Articles of Organization.

ARTICLE I
Name

The name of the Limited Liability Company is Blue View II L.L.C. (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 56-140 PGA Boulevard LaQuinta, CA 92253.

ARTICLE III
DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

Name

Address

Patricia G. Welles

150 West Flagler Street, Suite 2200
Miami, Florida 33130

ARTICLE V
MANAGEMENT

The Company is to be managed by its members.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 28th day of April, 2003.

BLUE VIEW II LLC

By 
Larry E. Lichliter, Managing Member

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and agent in the State of Florida.

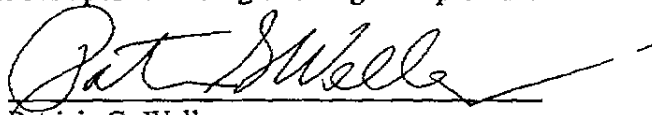
1. The name of the Company is Blue View II L.L.C.
2. The name and street address of the registered agent and office are:

Patricia G. Welles
150 West Flagler Street, Suite 2200
Miami, Florida 33130

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this Certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: April 29, 2003


Patricia G. Welles