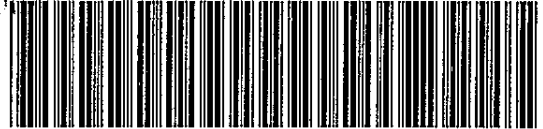


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Address)

(Address)

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Brian J. Cooke
(561) 650-8462
BJCooke@arnstein.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIAMI, FLORIDA
BOCA RATON, FLORIDA
CHICAGO, ILLINOIS
HOFFMAN ESTATES, ILLINOIS
MILWAUKEE, WISCONSIN

December 1, 2004

Corporate Records Bureau
Division of Corporations
Department of State
407 East Gaines Street
Tallahassee, FL 32399

Re: 718 Marina Grande, LLC
714 Marina Grande, LLC
708 Marina Grande, LLC
709 Marina Grande, LLC

Ladies and Gentlemen:

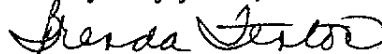
Enclosed herewith are an original and one (1) executed copy of the Articles of Amendment to Articles of Organization of each above referenced.

Also enclosed are four (4) checks each made payable to the Florida's Department of State each in the amount of \$25.00 to cover the filing fee for each Articles of Amendment to Articles of Organization.

Kindly process this matter at your earliest convenience.

Should you have any questions, please feel free to contact me.

Very truly yours,



Brenda Fenton
Legal Assistant

/bf
Enclosures
167901_1

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
707 MARINA GRANDE, LLC**

FILED

2004 DEC -6 P 2:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST:** The date of filing of the Articles of Organization was April 9, 2004.
- SECOND:** The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

ARTICLE VII - MANAGEMENT:

"Subject to the right(s) of the Members to elect a Manager or Managers as set forth in the Operating Agreement of the Company, the day-to-day management of the Company is reserved to the Members whose names and addresses are:

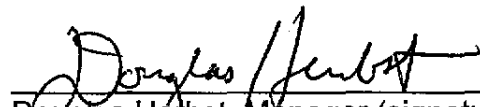
Douglas Herbst
222 Clematis Street, Suite 204
West Palm Beach, FL 33401

Todd Herbst
222 Clematis Street, Suite 204
West Palm Beach, FL 33401

Gary Ellsworth
222 Clematis Street, Suite 204
West Palm Beach, FL 33401

Rhys Hollyman
222 Clematis Street, Suite 204
West Palm Beach, FL 33401

DATED: November 26, 2004



Douglas Herbst, Manager (signature)

Douglas Herbst

(Typed or printed name of signee)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
707 MARINA GRANDE, LLC**

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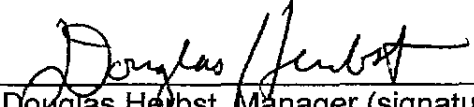
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DATED: November 26, 2004



Douglas Herbst, Manager (signature)

Douglas Herbst

(Typed or printed name of signee)