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LIMITED LIABILITY AMENDMENT

VEGAS ACQUISITIONS, L.L.C.

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**ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF
VEGAS ACQUISITIONS, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Chapter 621, Florida Statutes, the Articles of Organization of VEGAS ACQUISITIONS, L.L.C., a Florida limited liability company (the "Company") which were filed with the Secretary of State for the State of Florida on May 11, 2004 are hereby amended as follows:

1. The names of the Managers of the Company are hereby amended to be:

HARVEY BIRDMAN
HERBERT HIRSCH
MICHAEL B. WERNER
MARC ROBERTS
HARRIS FRIEDMAN
LOUIS BIRDMAN
SUNVEST RESORT COMMUNITIES, L.C.
DONNELL HECKER

2. The foregoing Amendment was adopted by the unanimous approval of the Members of the Company on June 1, 2005.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 2nd day of June, 2005.

VEGAS ACQUISITIONS, L.L.C., a Florida
liability company

By: SUNVEST RESORT COMMUNITIES, L.C., a
Florida limited liability company, its Manager

By: 
HARRIS FRIEDMAN, Manager

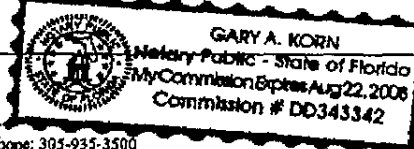
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The execution of the foregoing Articles of Amendment to Articles of Organization was acknowledged before me this 2nd day of June, 2005 by HARRIS FRIEDMAN, as Manager of SUNVEST RESORT COMMUNITIES, L.C., a Florida limited liability company, Manager of VEGAS ACQUISITIONS, L.L.C., a Florida limited liability company, who is personally known to me.

My Commission Expires:

Notary Public, State of Florida

Print Name:



LEOPOLD, KORN & LEOPOLD, P.A.

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