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LIMITED LIABILITY AMENDMENT

WELLINGTON DEVELOPMENT, L.C.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

WELLINGTON DEVELOPMENT, L.C.
(Present Name)
(A Florida Limited Liability Company)

- FIRST: The date of filing of the Articles of Organization was May 14, 2004, under Document Number L04000036943.
- SECOND: The Articles of Organization were previously amended on March 23, 2005.
- THIRD: The following amendment to the Articles of Organization was adopted by the limited liability company, by adding the following paragraph at the end of Article III:

ARTICLE III

Notwithstanding the provisions of Article III, the Company is:

- (i) Authorized to amend, modify and otherwise change its Operating Agreement and the Articles of Organization as hereinafter set forth.
- (ii) Incur debt and secure such debt, including securing such debt by unsold units in the Project which are released from the operation of the Debt and documents securing same as follows:
- (a) That certain credit facility for the Company in a sum not to exceed \$8,000,000 as evidenced by the Loan Agreement dated September 29, 2005 between Peninsula Bank ("Lender") and Wellington Development, L.C. ("Borrower") and all Loan Documents as described therein.
- (b) That certain loan from Paradise Bank to Wellington Development, L.C. in the original principal sum of \$1,164,000, together with the Mortgage and other Loan Documents described therein.

This Amendment shall also automatically amend the Operating Agreement of the Company as set forth herein.

This Amendment may be executed in one or more counterparts and evidence of execution transmitted by facsimile or email, each of which shall be deemed an original of all purposes.

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Dated: September 30, 2005.

Valerie E. Kaan
VALERIE E. KAAH, MANAGING MEMBER

APPROVED: MOUNTAIN FUNDING, LLC

By: [Signature]
Print Name: Arthur Stewart
Title: Managing Director

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Forms/Articles/Wellington Development Second Amendment
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