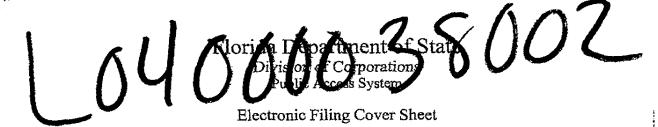
Division of Corporations

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: LEOPOLD KORN & LEOPOLD; P.A.

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LIMITED LIABILITY AMENDMENT

DELANEY DEVELOPMENT, L.L.C.

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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF DELANEY DEVELOPMENT, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the provisions of Chapter 621, Florida Statutes, the Articles of Organization of DELANEY DEVELOPMENT, 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 20, 2004 are hereby amended as follows:

- The name of the Manager of the Company is hereby amended to be:
 SUNVEST RESORT COMMUNITIES, L.C., a Florida limited liability company
- 2. The foregoing Amendment was adopted by the unanimous approval of the Members of the Company on August 10, 2004.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 11th day of August, 2004.

DELANEY DEVELOPMENT, L.L.C., a Florida limited liability company

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

HARVEY BIRDMAN, 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 11th day of August, 2004 by HARVEY BIRDMAN, as the Manager of

The execution of the foregoing Articles of Amendment to Articles of Organization was acknowledged before me this 11th day of August, 2004 by HARVEY BIRDIVAN, as the Manager of SUNVEST RESORT COMMUNITIES, L.C., a Florida limited liability company, who is personally known to me

My Commission Expires:

Notary Public, State of Florida

Print Name:

