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Division of Corporations

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Florida Department of State
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LIMITED LIABILITY AMENDMENT

WELP HOTEL, L.C.

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FIRST AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
WELP HOTEL, L.C.

The undersigned, comprising all of the members of WELP Hotel, L.C. (the "Company") hereby amend the Articles of Organization of the Company as follows:

ARTICLE 1.

Name of Limited Liability Company

The name of the Company is WELP HOTEL, L.C.

ARTICLE 2.

Date of Filing

The Articles of Organization of the Company were filed with the Department of State of Florida on May 24, 2004 under Document Number L04000039409.

ARTICLE 3.

Amendments to Articles of Organization

The following are the amendments to the Articles of Organization:

- a. Article 3. of the Articles of Organization entitled "Purpose" is hereby amended in its entirety to read as follows:

This limited liability company is organized for the sole purpose of becoming the general partner of a limited partnership to be formed to acquire directly and indirectly a seventy percent (70%) interest in and to Bocep Venturers, Ltd., a Florida limited partnership ("Owner"), by acquiring a limited partnership interest therein and acquiring all of the issued and outstanding stock of Bocep, Inc., the sole general partner of Owner. Owner is the owner of a hotel complex known as The Peabody Hotel in Orlando, Florida.

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Except as amended hereby, the Articles of Organization remain in full force and effect in accordance with their terms.

This First Amendment may be executed in any number of counterparts or on any number of counterpart signature pages, all of which taken together shall constitute one and the same instrument. Faxed signatures hereon (except for the signature of the Manager of the Company) shall be as binding as original signatures.

IN WITNESS WHEREOF, this First Amendment to Articles of Organization of the Company has been executed as of the 9 day of June 2004.



Lothar Estein
Manager and Member

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