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LIMITED LIABILITY AMENDMENT

RIVIERA DUNES DEVELOPMENT PARTNERS II, L.L.C.

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
RIVIERA DUNES DEVELOPMENT PARTNERS II, L.L.C.**

1. The following provision of the Articles of Organization of RIVIERA DUNES DEVELOPMENT PARTNERS II, L.L.C., a Florida limited liability company, filed with the Florida Department of State on July 21, 2004, is amended in the following particulars:

Article VII is amended to read as follows:

"ARTICLE VII - MANAGEMENT BY MANAGER


The company shall be managed by a Manager and the name and address of the initial Manger is:

Timothy J. Morris
328 S. Shore Drive
Sarasota, FL 34234"

2. The foregoing amendment was adopted by the members all of the membership interests of the company as required in the company's initial Articles of Organization. The votes cast for the amendment by the members of the company are sufficient for approval.

DATED: _____, 2004.

**RIVIERA DUNES DEVELOPMENT PARTNERS,
II, L.L.C., a Florida limited liability company**

By: 
Sam D. Norton,
Authorized representative of member