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## To:

Division of Corporations  
Fax Number : (850) 205-0383

## From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
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## LIMITED LIABILITY AMENDMENT

## ATLANTIC SHORES RESORTS, LLC

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
ATLANTIC SHORES RESORTS, LLC

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TALLAHASSEE, FLORIDA

FIRST: The Articles of Organization of Atlantic Shores Resort, LLC (the "Company") were filed on October 14, 2004 and assigned document number L04000074646.

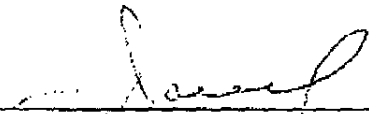
SECOND: The following amendment to the Articles of Organization was adopted by the Company:

Article I is hereby amended to read as follows:  
The name of the Company is:  
Atlantic Shores Resort, LLC

Article V is hereby amended to read as follows:

The name and address of the managing member/manager is:  
Meisel Hotel Properties, LLC  
6000 Executive Boulevard  
Suite 700  
Rockville, Maryland 20852

By:

  
Joel S. Meisel, President

Date:

1/19/05