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LIMITED LIABILITY AMENDMENT

531 KAY TERRACE, LLC

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531 KAY TERRACE, LLC MANAGER RESIGNATION NOVEMBER 1, 2004



In connection with the transfer of all the Membership Interests of MICHAEL KLEOPA and KLEOPAS KLEOPA (collectively, "Seller") in and to 531 KAY TERRACE, LLC, a Florida limited liability company, (the "Company") to GREGORY K. TALBUTT and MIMI J. TALBOTT, dated as of the date hereof, MICHAEL KLEOPA (the 'Manager') hereby resigns as Manager and releases the Company from any claim arising out of his acting as Manager with the Company.

Michael Kleopa