

Division of Corporations

Page 1 of 1

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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

PALMETTO 301, L.L.C.

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T. Brumbley APR 1 2005

**ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF
PALMETTO 301, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Chapter 621, Florida Statutes, the Articles of Organization of PALMETTO 301, L.L.C., a Florida limited liability company (the "Company") which were filed with the Secretary of State for the State of Florida on January 5, 2005 are hereby amended as follows:

1. The sole Managers of the Company shall be:

SUNVEST RESORT COMMUNITIES, L.C., a Florida limited liability company
HARRIS FRIEDMAN
2. The foregoing Amendment was adopted by the unanimous approval of the Members of the Company on March 22, 2005.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 22nd day of March, 2005.

PALMETTO 301, L.L.C., a Florida limited liability company

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

By: 
HARVEY BIRDMAN, Manager

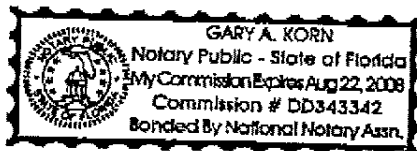
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The execution of the foregoing Articles of Amendment to Articles of Organization was acknowledged before me this 22nd day of March, 2005 by HARVEY BIRDMAN, as Manager of SUNVEST RESORT COMMUNITIES, L.C., a Florida limited liability company, as Manager of PALMETTO 301, L.L.C., a Florida limited liability company, who is personally known to me.

My Commission Expires:

Notary Public, State of Florida

Print Name: _____



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