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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
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LIMITED LIABILITY AMENDMENT

MANDALAY RESORT LLC

Certificate of Status	0
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CERTIFICATE OF AMENDMENT

Article I. Name

The name of this Florida limited liability company is:
Mandalay Resort LLC

Article II. Date of Articles of Organization

The Company's Articles of Organization were filed on January 14, 2005.

Article III. Amendment

The Articles of Organization of the Company are amended as follows:
Article V

This limited liability company shall be manager manged. The name and address of each manager is:

Outdoors Mezz Borrower, LLC
1115 MARBELLA PLAZA DR.
Tampa FL 33619

The undersigned executed this document on the date shown below.

Mandalay Resort LLC

By: [Signature]
by J. Marston as attorney-in-fact

Name: Derek Parker

Title: Manager

Date: June 2, 2005

Robert E. Highsmith, Esq. | FL Bar Member 0030333
Feldman Koenig & Highsmith, P. A.
3155 Northside Drive
Key West FL 33040
1-305-298-8851

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