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LIMITED LIABILITY AMENDMENT
A BEACH RETREAT, LLC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

A BEACH RETREAT, LLC

Pursuant to applicable provisions of the Florida Statutes, the undersigned entity adopts the following Articles of Amendment to its Articles Of Organization:

FIRST: The date of filing of the articles was January 28, 2005.

SECOND: Amendment(s) adopted: Effective immediately, the following Article(s) is/are amended to read as indicated with the addition of the underlined language:

- 3. MANAGEMENT. The Limited Liability Company is to be managed by one or more managers. The authority of the managers is limited as provided in the operating agreement.

Signed this 16 day of Feb, 2005

A BEACH RETREAT, LLC


by _____
James Foster, as Manager

Prepared by:
Chris Caswell
Christopher K. Caswell, P.A.
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