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EXAMINER'S INITIALS:

CONTACT PERSON: Debbie Skipper -- EXT# 2948

CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION OF ODYSSEY (II) DP XVI, LLC

Pursuant to the provisions of section 608.411, Florida Statutes, Odyssey (II) DP XVI, LLC, whose Articles of Organization were filed with the Florida Department of State on February 17, 2005 (Document #L05000016531), adopts the following amendment to its Articles of Organization.

FIRST:

Anchor Investment Corporation of Fla., a Florida corporation has resigned and is

removed as manager.

SECOND:

Article IV is amended and restated to read as follows:

The name and address of the new manager is:

Odyssey Diversified Properties, Inc. 500 South Florida Boulevard

Suite 700

Lakeland, Florida 33801

THIRD:

This certificate of amendment shall be effective at the time of its filing with the

Florida Department of State.

FOURTH:

Under penalties of perjury I declare that I have read the foregoing and know the

contents and the facts stated herein are true and correct.

Executed this 19th day of May, 2006.

Resigning Manager:

Anchor Investment Corporation of Fla.,

a Florida corporation

Rv

Lawrence T. Maxwell, its President

New Manager and Authorized Representative of the Member:

Odyssey Diversified Properties, Inc.,

a Maryland corporation

Lawrence T. Maxwell, its President