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Greene & Schermer

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Division of Corporations

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Account Name : GREENE, DONNELLY & SCHERMER
Account Number : 104075002246
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LIMITED LIABILITY AMENDMENT

SA DEVELOPMENT, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BEACH DRIVE CONDOMINIUM DEVELOPMENT, LLC
(formerly SA Development, LLC)**

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, Beach Drive Development, LLC, a Florida limited liability company (formerly known as SA Development, LLC) (the "Company"), certifies that:

A. The Articles of Organization of the Company were filed by the Florida Department of State on March 10, 2005, document number L05000025124.

B. The Articles of Organization are amended and restated in their entirety to read as follows:

1. **NAME.** The name of the limited liability company is Beach Drive Condominium Development, LLC (the "Company").

2. **MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE.** The mailing and street address of the principal office of the Company is: 2201 4th Street North, Suite 200, St. Petersburg, Florida 33704.

3. **REGISTERED AGENT.** The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization is: Robert F. Greene, Greene & Schermer, 1301 - 6th Avenue West, Suite 400, Bradenton, Florida 34205.

The undersigned has executed these Amended and Restated Articles of Organization on the 15 day of September, 2005.

BEACH DRIVE CONDOMINIUM
DEVELOPMENT, LLC

By: Beach Drive Development, Ltd.,
a Florida limited partnership, Managing
Member

By: JMC Communities of St. Petersburg,
II, Inc., a Florida corporation
General Partner

By: 
Name: J. Michael Cheezem
Title: CEO

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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Beach Drive Condominium Development, LLC
2. The name and address of the registered agent and office is:

Robert F. Greene
Greene & Schermer
1301 - 6th Avenue West, Suite 400
Bradenton, Florida 34205

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in its capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Robert F. Greene

September 19, 2005
(Date)

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