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BUSH ROSS A

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LIMITED LIABILITY AMENDMENT

BAYSTAR HOTEL GROUP FUND I, LLC

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
BAYSTAR HOTEL GROUP FUND I, LLC

BAYSTAR HOTEL GROUP FUND I, LLC, a Florida limited liability company (the "Company"), whose Articles of Organization were originally filed with the Florida Department of State on April 4, 2005, hereby certifies as follows:

1. The Company's Articles of Organization are hereby amended by deleting the present form of Article I in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE I

The name of this limited liability company is THE BAYSTAR HOTEL FUND I, LLC."

.....

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to be prepared under the signature of its Authorized Representative this 9th day of May, 2005.

BAYSTAR HOTEL GROUP FUND I, LLC

By: 

John N. Giordano, Authorized Representative

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