

Division of Corporations

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LOS 000033329

Florida Department of State
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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
BEAR CREEK DEVELOPMENT, LLC**

Pursuant to Florida Statutes Section 608.411, the Articles of Organization of BEAR CREEK DEVELOPMENT, LLC, are hereby amended as follows:

1. The name of the limited liability company is BEAR CREEK DEVELOPMENT, LLC (the "Company").

2. The Articles of Organization of the Company were filed with the office of the Florida Department of State on April 6, 2005, to be effective as of April 5, 2005, and the document number is L05000033329.

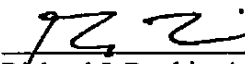
3. Article V of the Articles of Organization of the Company is hereby amended to read as follows:

"ARTICLE V
Management of Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

Rookis Development Company
7 Town Center Loop, C-14
Santa Rosa Beach, FL 32459"

IN WITNESS WHEREOF, the undersigned authorized representative of the members of the Company has executed these Articles of Amendment to the Articles of Organization of BEAR CREEK DEVELOPMENT, LLC on the 25th day of August, 2006.


Richard J. Rookis, Authorized Representative