

L05000040608

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3003 BEACH CLUB THREE, LLC

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ADAM R. SCHIFFMAN, P.A.

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TELEFAX NUMBER: (850) 205-0383

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ADAM R. SCHIFFMAN, ESQUIRE

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OUR FILE #:

3003 Beach Club Three, LLC

DATE:

December 22, 2006

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
3003 BEACH CLUB THREE, LLC**

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1. The name of the limited liability company (the "Company") at this time is 3003 BEACH CLUB THREE, LLC

2. The Articles of Organization were filed with the Florida Department of State on April 25, 2005 under Document Number L05000040608.

3. The following amendment to the Articles of Organization was adopted by the current Managers on December 22, 2006:

A. Article VIII is hereby amended to provide that there shall be three managers of the Company, whose names and addresses, at this time, are as follows:

LEONID CHERNOY
2999 N.E. 191 Street, Suite 900
Aventura, Florida 33180

ADAM R. SCHIFFMAN, ESQUIRE
2999 N.E. 191 Street, Suite 900
Aventura, Florida 33180

FELIX VEKSLER
2999 N.E. 191 Street, Suite 900
Aventura, Florida 33180

B. The amendment made hereunder shall be effective, as allowed by Florida law, on the earlier of (i) the date hereof, or (ii) the date of filing of these Articles of Amendment with the Florida Department of State.

4. NO CONSENT OR ACTION BY THE MEMBERS OF THE COMPANY IS REQUIRED TO APPROVE THE ABOVE STATED AMENDMENT BY THE ARTICLES OF ORGANIZATION OR THE REGULATIONS OF THE COMPANY.

IN WITNESS WHEREOF, the current Manager of the Company has executed these Articles of Amendment this 22nd day of December, 2006.

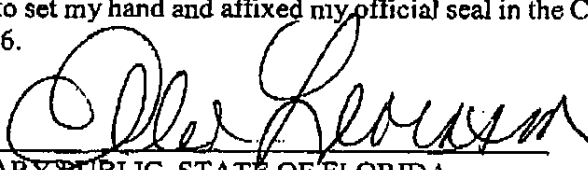

ADAM R. SCHIFFMAN, ESQUIRE, as Manager

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STATE OF FLORIDA :
COUNTY OF MIAMI-DADE : SS.

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Adam R. Schiffman, Esquire, who is personally known to me, who, as Manager of 3003 BEACH CLUB THREE, LLC, a Florida limited liability company, executed the foregoing Articles of Amendment, and he acknowledged before me that he executed same in his representative capacity as his free act and deed..

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 22nd day of December, 2006.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

[AFFIX NOTARY SEAL]

