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LIMITED LIABILITY AMENDMENT

VMG REAL ESTATE INVESTMENT LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 20, 2005

VMG REAL ESTATE INVESTMENT LLC
3101 NW 2ND STREET
MIAMI, FL 33125

SUBJECT: VMG REAL ESTATE INVESTMENT LLC
REF: L05000040914

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
VMG REAL ESTATE INVESTMENT LLC**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the Articles of Organization of VMG REAL ESTATE INVESTMENT LLC (the "Company") are hereby amended according to theses Articles of Amendment:

FIRST: The Articles of Organization for VMG REAL ESTATE INVESTMENT LLC were filed on April 26, 2005 and assigned Document Number L05000040914.

SECOND: Article 1 of the Articles of Organization, is hereby deleted in its entirety and the following inserted in lieu thereof:

1. NAME

The name of the Company is:

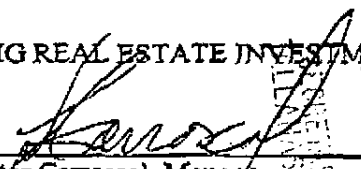
VMG HAINES CITY, LLC

THIRD: The foregoing amendment was adopted by Written Consent of the Sole Member dated as of July 12, 2005.

FOURTH: Except as hereby amended, the existing Articles of Organization of the Company shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this instrument the 12th day of July, 2005.

VMG REAL ESTATE INVESTMENT LLC


Victor Carrascal, Manager

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