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Division of Corporations

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To:

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From:

Account Name : AGI REGISTERED AGENTS, INC.  
Account Number : 120000000205  
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**LIMITED LIABILITY AMENDMENT**

**PGBG CREST, LLC**

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**ARTICLES OF AMENDMENT TO**  
**ARTICLES OF ORGANIZATION**

**PGBG CREST, LLC**  
Florida limited liability company

The undersigned, being the Manager of **PGBG CREST, LLC**, a Florida limited liability company (the "Company"), hereby certifies that the Articles of Organization of the Company are modified and amended by these Articles of Amendment (the "Amendment"), as follows:

1. Article VIII of The Articles of Organization of the Company are hereby modified to provide that effective as of the date of this Amendment the Manager Member named below shall be removed as Manager Member of the Company:

**Crest Holdings, Inc.**

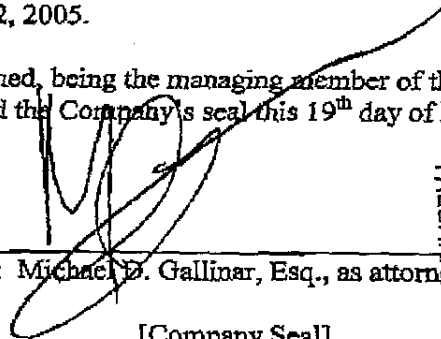
2. Article VIII of The Articles of Organization of the Company are hereby modified to provide that effective as of the date of this Amendment the Manager Member named below shall be as set forth below:

**Crest Waterford Lakes Holdings, Inc.**

3. In all other regards, all of the articles, terms and conditions of the Articles of Organization of the Company not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Organization of the Company, the terms of this Amendment shall control. This Amendment shall be binding upon the Manager, all of the Members and officers of the Company and their respective heirs, legal representatives, successors and assigns.

4. The foregoing Amendment was approved by the Members of the Company. The original date of filing of the Articles was May 12, 2005.

IN WITNESS WHEREOF, the undersigned, being the managing member of the Company, has hereunto set his hands and affixed the Company's seal this 19<sup>th</sup> day of May, 2005.

By:  Michael D. Gallinar, Esq., as attorney-in-fact

[Company Seal]

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