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STEARNS WEAVER MILLER

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DIVISION OF CORPORATIONS

LIMITED LIABILITY AMENDMENT

BEACH CLUB REALTY OF SOUTH FLORIDA, LLC

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Page Count	023
Estimated Charge	\$55.00

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**ARTICLES OF AMENDMENT OF
THE ARTICLES OF ORGANIZATION OF
BEACH CLUB REALTY OF SOUTH FLORIDA, LLC**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Act, Beach Club Realty of South Florida, LLC, a Florida limited liability company (the "Company"), adopts the following articles of amendment to its Articles of Organization.

ARTICLE I

The name of the Company is Beach Club Realty of South Florida, LLC. The Articles of Organization were filed on May 13, 2005 under document number L05000047840.

ARTICLE II

A new article will be added to the Articles of Organization as follows:

"ARTICLE V

The Members of the Company may elect a President, a Secretary, a Treasurer and one or more Vice-Presidents and such other officers and assistant officers and agents of the Company as may be deemed desirable by the Members. Any two or more offices may be held by the same person. All officers shall serve until their respective successors are elected and qualify.

The persons designated below are hereby elected to the offices of the Company set forth opposite their respective names, each to serve until such person's successor is elected and has qualified or until such person's earlier resignation or removal:

Jorge Perez	President/Treasurer
Angel Hernandez	Vice President/Secretary
Matthew Allen	Vice President
Randall L. Hodges	Vice President"

Filed by: Maritza Villar, Legal Assistant
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The undersigned hereby certifies that the foregoing amendment was duly approved and adopted by the unanimous written consent of all of the members of the Company as of May 18, 2005.

Dated this 30 day of May, 2005.

By: 
Angel Hernandez,
Authorized Representative of the Members

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