

Nov. 8 2005 9:49AM Haile Shaw & Pfaffenberg

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LOS000104343

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LIMITED LIABILITY AMENDMENT

DIVERSIFIED INVESTMENTS - BS, LLC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
DIVERSIFIED INVESTMENTS-BS, LLC

FIRST: The Articles of Organization of DIVERSIFIED INVESTMENTS-BS, LLC were filed on October 24, 2005 and assigned Document Number L05000104343.

SECOND: The following amendment to the Articles of Organization was adopted by DIVERSIFIED INVESTMENTS-BS, LLC

Article V is amended to read as follows:

"Article V
PURPOSE AND POWERS

The purposes of the Company are to be the sole member of DI-Blazing Star, LLC, a Texas limited liability company, and to be a limited partner of Texas Blazing Star RV, Ltd., a Texas limited partnership (the "Partnership"), which will be formed for the purpose of the acquisition, ownership, operation and maintenance of, that certain recreational vehicle community real estate project known as Blazing Star Luxury RV Resort, located at located at 1120 West Loop 1604 North San Antonio, TX 78251 (the "Property") and to enter into a loan transaction ("Loan") with LaSalle Bank National Association, its successors and/or assigns (the "Lender") in which the Partnership shall borrow certain monies in the approximate amount of Four Million Four Hundred Thousand Dollars (\$4,400,000.00) from the Lender. The Company shall not become a shareholder of or a member or partner in any entity which acquires any property other than the Property. "

Dated: November 8, 2005


Drennen L. Whitmire, Jr., as Authorized
Representative

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