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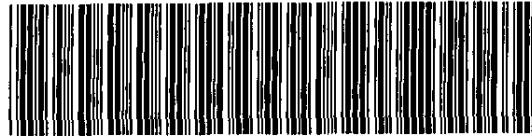
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
BELLEAIR HARBOR II, LLC**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, the undersigned hereby declares the following amendment to Articles 1 and 4 and 7 of the Articles of Organization of BELLEAIR HARBOR II, LLC, a Florida limited liability company ("the Company") originally filed with the Secretary of State, State of Florida on November 17, 2005 were adopted to read as follows:

ARTICLE 1: NAME AND MAILING ADDRESS

The name of the Company BELLEAIR HARBOR II, LLC, and its principal office and mailing address shall be 114 Turner Street, Clearwater, Florida 33756.

ARTICLE 4: REGISTERED OFFICE AND AGENT

The street address of the registered office of this Company is located at 114 Turner Street, Clearwater, Florida 33756 and the name of the registered agent is Bryan J. Stanley, Esquire.

ARTICLE 7: MANAGEMENT; INITIAL MEMBERS

The name and address of the managing member is:


NAME

ADDRESS

Bruce Danielson

P. O. Box 514, Indian Rocks Beach, Florida 33785

Dated 6/21/06



BELLEAIR HARBOR II, LLC, Managing
Member Signature

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Amendment of BELLEAIR HARBOR II, LLC, set forth above, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated 6/21/06


BELLEAIR HARBOR II, LLC Registered
Agent