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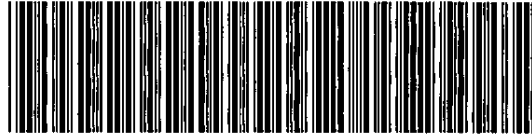
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**TO: Registration Section
Division of Corporations**

SUBJECT: BELLEAIR HARBOR II, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bryan J. Stanley, Esq.
(Name of Person)

Bryan J. Stanley, P.A.
(Firm/Company)

114 Turner Street
(Address)

Clearwater, Florida 33756
(City/State and Zip Code)

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For further information concerning this matter, please call:

Bryan J. Stanley, Esq. at (727) 461-1702
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

Belleair Harbor II, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on November 16, 2005 and assigned document number L05000110936.

SECOND: This amendment is submitted to amend the following:

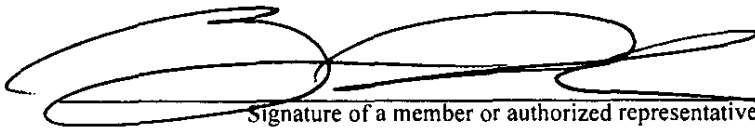
The Managers of Belleair Harbor II, LLC are as follows:

Jeffrey T. Craft, 4300 W. Cypress Street, Suite 380, Tampa, FL 33607

Bruce Danielson, 231 Indian Rocks Road, Belleair Bluffs, FL 33770

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Dated July 30, 2007.



Signature of a member or authorized representative of a member

Typed or printed name of signee

Filing Fee: \$25.00