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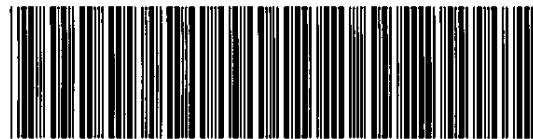
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DIVISION OF CORPORATIONS
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BPG Homes, 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:

Christopher MacNair
(Name of Person)

C/O Bayshore Land Group, Inc.
(Firm/Company)

255 Alhambra Circle, Suite 325
(Address)

Coral Gables FL 33134
(City/State and Zip Code)

For further information concerning this matter, please call:

Christopher MacNair at (305) 445-6161
(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

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
BPG HOMES, LLC.
A Florida limited liability company**

1. The Articles of Organization of BPG HOMES, LLC (the "Company") were filed with the Secretary of State by Christopher J. MacNair as the authorized person and accepted for recordation by the Florida Department of State on December 1, 2005, effective November 30, 2005.

2. The following amendments to the Articles of Organization were previously adopted by the Company:

Article VI of the Articles of Organization entitled "Management" was deleted in its entirety and replaced with the following:

MANAGEMENT

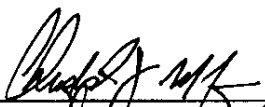
All power and authority of the Company shall be exercised by, or under the direction and control of, the Member in a manner consistent with the Operating Agreement and the Florida Limited Liability Company Act, Fla. Stat. Ch. 608.401 - 608.514, as amended from time to time or any corresponding provisions of succeeding law (the "Act"). By virtue of its status as such, the Member shall be vested with the exclusive control of the management of the business and affairs of the Company, provided, that the Member appoints one Managing Member who shall manage the day-to-day operations of the Company (the "Managing Member"). The Members shall take or cause to be taken all actions which may be necessary or appropriate for the conduct of the Company's business in accordance with this Agreement and applicable laws. The Member may appoint such officers and agents from time to time as may be necessary or advisable to carry on the business of the Company and may delegate and assign to such persons the duties and responsibilities appropriate to carry on the business of the Company consistent with the delegation of authority made to such persons.


The day-to-day operations of the Company shall be managed by the Managing Member. The initial Managing Member of the Company shall be Builders Property Group, LLC. The permanent designee of Builders Property Group, LLC to act on its behalf for all Company matters is Jay Fertig.

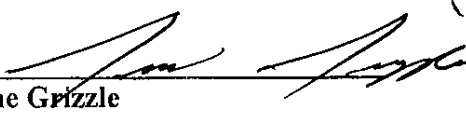
IN WITNESS WHEREOF, the undersigned managers of the Company have executed the foregoing Articles of Amendment on this 27th day of ~~May~~, 2007.

August

Managers



Christopher J. Mac Nair

Jay Bertig


Gene Grizzle

Stuart Garber

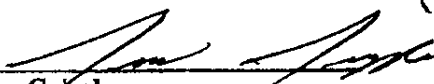
Helen Kobert



Christopher J. Mac Nair



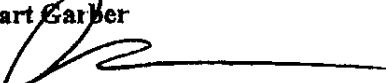
Jay Berling



Gene Grizzle



Stuart Garber



Irene Kobert