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RIVER BREEZE VILLAS LLC

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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION

River Breeze Villas, LLC
a Florida Limited Liability Company

The undersigned, being the Manager of River Breeze Villas, LLC, a Florida Limited Liability Company (the "Organization"), hereby certifies that the Articles of Organization of the Company as initially authorized and filed on December 14th, 2005 under Document No. L05000118858 with the Florida Department of State, Division of Corporations, are hereby modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. The Articles of Organization of the Company are hereby modified to provide that the following person has resigned and has been removed from their position as the Manager of the Company:

<u>Office</u>	<u>Name</u>	<u>Address</u>
Manager	Sol Development Group, LLC	2625 Executive Park Dr #5 Weston, FL 33331

2. The Articles of Organization of the Company are hereby modified to provide that the following entity has been elected as the sole Manager of the Company:

<u>Office</u>	<u>Name</u>	<u>Address</u>
Manager	Miami Agora, LLC	4150 NW 7 th Street, Suite #208 Miami, FL 33126

3. The Articles of Organization are hereby amended to provide that the Principal Address of the Company shall be:

4150 NW 7th Street, Suite #208
Miami, FL 33126

5. The Articles of Organization are hereby amended to provide that the Mailing Address of the Company shall be:

c/o Mellaw Registered Agents, LLC
2601 S. Bayshore Drive, Suite 700
Coconut Grove, FL 33133

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6. The Articles of Organization are hereby amended to provide that the new Registered Agent and Registered Office of the Company is as follows:

Mellaw Registered Agents, LLC
2601 South Bayshore Drive, Suite 700
Coconut Grove, FL 33133

**ACKNOWLEDGMENT OF APPOINTMENT
BY REGISTERED AGENT**

Having been named the registered agent for the above Company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in that capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Mellaw Registered Agents, LLC
a Florida limited liability company

By:


Santiago Eljatek III, Esq., Manager

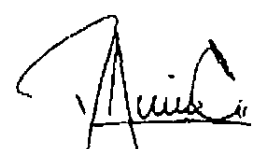
7. The foregoing amendment was unanimously approved by the Company's Manager and Members, by joint resolution of the Company's Managers and Members dated June 16th, 2009, which was sufficient to authorize, approve and carry-out this amendment.

IN WITNESS WHEREOF, the undersigned Manager of the Company has hereunto set his hands and affixed the Company's corporate seal this ____ day of June, 2009.

Director:

River Breeze Villas, LLC
A Florida Limited Liability Company


Sol Development Group, LLC, Ongoing Manager
Harold Pietri, Manager


Miami Agora, LLC, Incoming Manager
By: Rodrig Azpurua, Manager

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