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NORTON HAMMERSLEY

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
BCG INVESTMENT GROUP, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA.

1. The Articles of Organization of BCG INVESTMENT GROUP, LLC, a Florida limited liability company, were filed with the Florida Department of State, on January 11, 2006.

2. Article III of the Articles of Organization is hereby deleted in its entirety and the following Article III inserted in lieu thereof:

"Article III - PURPOSE

The Company is organized for the sole and exclusive purpose of the following:

(A) Acquiring a 99% Membership Interest in Sanctuary Residential Partners, LLC, a Florida limited liability company ("**Sanctuary Residential**"), which owns real property located in Manatee County, Florida, for the purpose of developing the Property and constructing all related infrastructure for single family homes, as well as villas and docks, consistent with the site plan approved by Palmetto municipality;

(B) Owning and managing Sanctuary Residential;

(C) To guarantee the obligations of Sanctuary Development Partners, LLC, a Delaware limited liability company and incur additional obligations associated with the mezzanine indebtedness due and owing to Building Union Investment and Local Development of America Trust.

(D) Doing any and all things incidental to any of the activities described above; and

(E) Having all powers described in the Act in furtherance of the above described activities.

3. In all other respects, the Articles of Organization of the Company are ratified and affirmed in all respects.

4. These Articles of Amendment were approved by all of the Members of the Company on the date set forth below, and the votes cast in favor of the Amendment were sufficient for approval.

DATED: February 14, 2007.


Larry D. Lina, Manager


Brian Johnson, Manager

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