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Division of Corporations

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MARBELLA POINTE II MANAGERS, L.L.C.

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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION
OF
MARBELLA POINTE II MANAGERS, L.L.C.

The undersigned, as Members of Marbella Pointe II Managers, L.L.C., a Florida limited liability company (the "Company"), desiring to amend the Articles of Organization of the Company pursuant to the terms of Chapter 608, Florida Statutes, the Florida Limited Liability Company Act (the "Act"), states as follows:

1. The current name of the Company is MARBELLA POINTE II MANAGERS, L.L.C.
2. The date of the filing of the original Articles of Organization of the Company was January 19, 2006.
3. The Articles of Organization of the Company are amended by deleting Article I entitled "Name" in its entirety and inserting the following section in its place and stead:

ARTICLE I - NAME

The name of the limited liability company is MARBELLA COVE II MANAGERS, L.L.C. (the "Company").

4. The Articles of Organization of the Company are amended by deleting Article IV entitled "Management" in its entirety and inserting the following section in its place and stead:

ARTICLE IV - MANAGEMENT

The Company is to be managed by Managers, except as provided in the Operating Agreement, and the names and addresses of the initial Managers are:

<u>Name</u>	<u>Address</u>
Paul M. Missigman	329 North Park Avenue, Suite 300 Winter Park, Florida 32789
Jay P. Brock	329 North Park Avenue, Suite 300 Winter Park, Florida 32789
Tricia Doody	329 North Park Avenue, Suite 300 Winter Park, Florida 32789

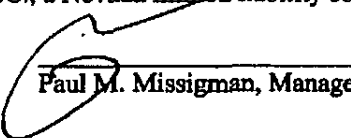
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5. This amendment to the Articles of Organization of the Company was approved by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has executed this Amendment this 26th day of October, 2006.

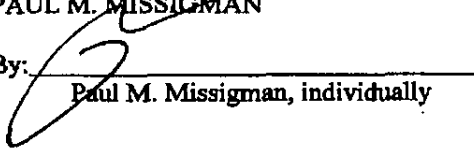
MARBELLA POINTE II NEVADA,
L.L.C., a Nevada limited liability company

By:


Paul M. Missigman, Manager

PAUL M. MISSIGMAN

By:


Paul M. Missigman, individually

W. SCOTT CULP

By:


W. Scott Culp, individually