

Division of Corporations

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Account Number : 120010000025
Phone : (305) 935-3500
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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

BAY HARBOR LOFT, LLC

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
BAY HARBOR LOFT, LLC**

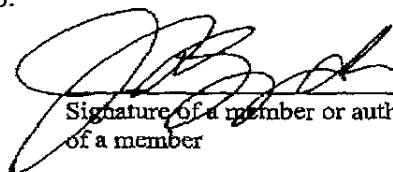
FIRST: The date of filing of the Articles of Organization of **BAY HARBOR LOFT, LLC** was February 2, 2006.

SECOND: The following amendment to the Articles of Organization of **BAY HARBOR LOFT, LLC** was adopted by the limited liability company:

"RESOLVED, that Article V shall be amended to provide that the Company shall be member managed and the name and address of the managing member is:

Art & Tech Development, Inc.
1111 Kane Concourse, Suite 214
Bay Harbor, Florida 33154"

DATED this the 28th day of February, 2006.


Signature of a member or authorized representative
of a member

Jennifer Snyder, authorized representative of a member
Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA