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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN**BEP INVESTMENTS, LLC**

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FIRST AMENDMENT TO
ARTICLES OF ORGANIZATION
BEP INVESTMENTS, LLC
(A Florida Limited Liability Company)

THE DATE OF FILING OF THE ORIGINAL ARTICLES OF ORGANIZATION was February 9, 2006.

THE FOLLOWING AMENDMENTS to the Articles of Organization were adopted by BEP INVESTMENTS, LLC, a Florida Limited Liability Company (the "Company"):

ARTICLE 1

Name

The name of this limited liability company is EMERALD GLENN DEVELOPERS, LLC, (hereinafter, the "Company").

ARTICLE 4

Mailing Address and Principal Office

The mailing address and the street address of the principal office of the Company is 64 Garfield Street/ Santa Rosa Beach, FL 32459.

ARTICLE 5

Management of the Company

The Company is to be managed by one or more managers and is therefore a manager-managed company. The name and address of the manager is:

BEP Development, Inc.
64 Garfield Street
Santa Rosa Beach, Florida 32459

ALL OTHER PROVISIONS OF THE ARTICLES OF ORGANIZATION REMAIN UNCHANGED.

By: Its Sole Member
BEP Development, Inc.
a Florida corporation

F. Lloyd Blue, Jr.
By: F. LLOYD BLUE, JR.
President

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Prepared by:
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Panama City, FL 32401
Phone: 850-769-1414
Matter: B960-21019

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STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 2nd day of October, 2007, by F. LLOYD BLUE, JR., on behalf BEP Development, Inc., sole member of BEP INVESTMENTS, LLC, a Florida limited liability company, in his capacity as referenced above and is personally known to me.


Notary Public

SANDRA MARKULIN

