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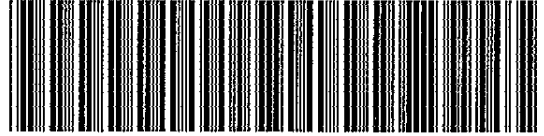
(Business Entity Name)

(Document Number)

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JOHN H. RAINS III, P.A.

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Attorneys at Law

501 East Kennedy Boulevard, Suite 750 • Tampa, Florida 33602-5257  
(813) 221-2777 • (813) 221-3737 fax • www.johnrains.com

John H. Rains, III  
William F. Russell

March 31, 2006

Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Gulf Beach Partners 3, LLC  
Our File: 12363-001

Dear Sir/Madam:

Enclosed are Articles of Amendment to Articles of Organization of the above company, together with our firm's check in the amount of \$25.00 for the filing fee.

Sincerely,

*Sandra Albee*

Sandra Albee  
Legal Assistant

Enc.

SECRETARY OF STATE  
TALLAHASSEE, FL 32310

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

GULF BEACH PARTNERS 3, LLC

(Present Name)  
(A Florida Limited Liability Company)

**FIRST:** The Articles of Organization were filed on March 13, 2006 and assigned document number L06000026493.

**SECOND:** This amendment is submitted to amend the following:

**ARTICLE V:**

In addition to the Managers already named, add an additional  
Manager as follows:

Jeff Beggins, MGR  
2101 West Platt Street, Suite 200  
Tampa, FL 33606

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TALLAHASSEE, FLORIDA

**FILED**

Dated March 30, 2006.

Sandra S. Albee

Signature of a member or authorized representative of a member

Sandra S. Albee, Authorized Representative

Typed or printed name of signee

Filing Fee: \$25.00