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| ACCOUNT NO. : 072100000032 |
| REFERENCE : 656969 82866A |
| AUTHORIZATION : |
| COST LIMIT : 500 man |
| ORDER DATE : December 11, 2006 |
| ORDER TIME: 4:58 PM |
| ORDER NO. : 656969-005 |
| CUSTOMER NO: 82866A |
| DOMESTIC AMENDMENT FILING NAME: ODYSSEY DIVERSIFIED PROPERTIES III, LLC |
| EFFECTIVE DATE: |
| XX ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION |
| PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: |
| XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING |
| CONTACT PERSON: Susie Knight EXT# 2956 |

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT TO THE ARTICLES OF ORGANIZATION OF ODYSSEY PROPERTIES III, LLC

Pursuant to the provisions of section 608.411, Florida Statutes, Odyssey Properties III, LLC, whose Articles of Organization were filed with the Florida Department of State on August 30, 2006 (Document #L06000085453), adopts the following amendments to its Articles of Organization.

FIRST:

Odyssey Diversified Properties, Inc., is removed as manager.

SECOND:

Article V is amended and restated in full to read as follows:

The name and address of the manager is:

Odyssey Diversified Properties III, LLC 500 South Florida Avenue Suite 700

Lakeland, Florida 33801

THIRD: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

FOURTH: Under penalties of perjury I declare that I have read the foregoing and know the contents and the facts stated herein are true and correct.

Executed this 11th day of December 2006.

H. Adam Airth, Jr.

As Authorized Representative of the Member