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KEY COLONY BAY DEVELOPMENT, LLC

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ARTICLES OF ORGANIZATION

OF

KEY COLONY BAY DEVELOPMENT, LLC

Key Colony Bay Development, LLC ("Company") hereby amends its Articles of Organization and submits the following:

- The Articles of Organization for the Company were filed on August 31, 2006, and assigned document number L06000086308.
- Article IV of the Articles of Organization of Key Colony Bay Development,
 LLC is hereby amended and restated in its entirety to read as follows:

"Article IV PURPOSE.

The sole purpose of the Company is to acquire, own, service, maintain, lease, develop, renovate, manage (including hotel management after sale of condominium hotel units), operate, improve, construct, finance, mortgage, pledge, sell (including sale of hotel condominium units), market, exchange, transfer, assign, insure, prosecute or defend legal proceedings relating to, and vacate and/or dispose of, all or any portion of real property located at 13351 Overseas Highway, Marathon, Florida and conduct activities reasonably related to the foregoing. The Company is not authorized to, and shall not, engage in any other business."

Robert A. Chaves, Esquire Tescher Chaves Rubin & Forman, P.A. 2101 Corporate Boulevard, Suite 107 Boca Raton, Florida 33431 Florida Bar No. 283525

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3. The foregoing amendment was adopted by the Manager and sole Member of Key Colony Bay Development, LLC on <u>December</u> 37, 20 <u>Ou</u>.

IN WITNESS WHEREOF, the undersigned Manager and sole Member of Key Colony Bay Development, LLC has executed these Articles of Amendment this 27day of DEC enter, 2000

MANAGER AND SOLE MEMBER: KEY COLONY BAY HOLDINGS, LLC

R. Donague Perbles, Manager

SECRETARY OF STATE SECRETARY OF CORPORATIONS

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