

Division of Corporations

Page 1 of 1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN****BAYSHORE SUNVEST DEVELOPMENT, LLC**

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**ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION
OF BAYSHORE SUNVEST DEVELOPMENT, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Chapter 621, Florida Statutes, the Articles of Organization of BAYSHORE SUNVEST DEVELOPMENT, LLC, a Florida limited liability company (the "Company") which were filed with the Secretary of State for the State of Florida on September 21, 2006 are hereby amended as follows:

1. The purpose for which the Company has been organized is hereby amended to be:
 - a. to acquire, own, operate, manage, develop, finance, refinance and otherwise deal with that certain real property, known as the Bayshore Apartments, located at 4148 53rd Avenue West, Bradenton, Florida 34210, and all personal property related thereto (the "Property"); and
 - b. to engage in any lawful act or activity and to exercise any powers permitted to limited liability companies organized under the laws of the State of Florida that are related or incidental to and necessary, convenient or advisable for the accomplishment of the above-mentioned purposes.

2. The name and address of the managing member of the Company is hereby amended to be:

BAYSHORE SUNVEST CC, LLC, a Florida limited liability company
425 North Federal Highway
Hallandale, Florida 33009

3. The foregoing Amendments were adopted by the unanimous approval of the Members of the Company on January 10, 2007.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 11th day of January, 2007.

MANAGING MEMBER:

BAYSHORE SUNVEST CC, LLC, a Florida limited liability company

By: BAYSHORE SUNVEST HOLDINGS, LLC, a Florida limited liability company, its Managing Member

By: 
HARRIS FRIEDMAN, Manager

[Notarial acknowledgment continued on next page]

LEOPOLD KORN LEOPOLD & SNYDER, P.A.
20801 Biscayne Boulevard, Suite 501, Aventura, FL 33160 Telephone: 305-935-3500

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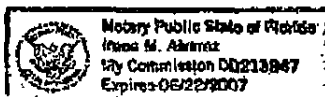
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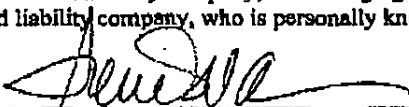
[Notarial acknowledgment continued from previous page]

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The execution of the foregoing Articles of Amendment to Articles of Organization was acknowledged before me this 11th day of January, 2007 by HARRIS FRIEDMAN, as Manager of BAYSHORE SUNVEST HOLDINGS, LLC, a Florida limited liability company, the Managing Member of BAYSHORE SUNVEST CC, LLC, a Florida limited liability company, who is personally known to me.

My Commission Expires:




Notary Public, State of Florida

Print Name: Irene M. Alvarez