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OCEAN LAND FINANCING SPE, L.L.C.

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
OCEAN LAND FINANCING SPE, L.L.C.  
(A Florida Limited Liability Company)**

- FIRST:** The Articles of Organization were filed on June 28, 2007 and assigned document number L07000087830.
- SECOND:** This amendment is submitted to amend the following: ARTICLE III of the Articles of Organization is hereby amended to read in its entirety as follows:

**ARTICLE III**

The purpose of this Company is limited solely to (i) being a general partner of OCEAN LAND FINANCING, LTD., a Florida limited partnership, (the "Limited Partnership"), (ii) taking all action as may be necessary or appropriate for the Limited Partnership to obtain a mortgage loan from CAPITALSOURCE FINANCE LLC, a Delaware limited liability company, its successors and assigns, (the "Senior Lender"), and to execute and enter into a loan agreement and all other loan documents with or in favor of Senior Lender in connection with, and in order to obtain, such a mortgage loan, (iii) taking all action for and on behalf of the Limited Partnership as may be necessary or appropriate for the Limited Partnership to assist OCEAN LAND FINANCING SPE, LTD., a Florida limited partnership, (the "Limited Partner"), being the sole limited partner of the Limited Partnership, in obtaining a mezzanine loan from HRC FUND IV REIT LLC, a Delaware limited liability company, its successors and assigns, (the "Mezzanine Lender"), and to execute and enter into, for and on behalf of the Limited Partnership, such loan documents related thereto or otherwise to be executed in connection therewith, in order for the Limited Partner to obtain said Mezzanine Loan, (iv) acting as, and exercising all of the authority of, a general partner of the Limited Partnership, and (v) engaging in activities incident and/or necessary to the accomplishment of the foregoing.

Dated: Oct 10, 2007.

OCEAN LAND FINANCING SPE, LTD.,  
a Florida limited partnership, as the Sole Member  
of OCEAN LAND FINANCING SPE, L.L.C.,  
a Florida limited liability company

By: OCEAN LAND FINANCING, INC.,  
a Florida corporation, its Sole General Partner

By:   
JEAN FRANCOIS ROY, President

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