

07/21/2009 12:52 FAX

Division of Corporations

L09000016373

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HMTW LAND FUND I, LLC

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
HMTW LAND FUND I, LLC**

(a Florida Limited Liability Company)

The undersigned, being the sole members of **HMTW LAND FUND I, LLC**, a Florida limited liability company (the "Company"), do hereby adopt these Articles of Amendment to its Articles of Organization effective as of the date set forth below, in accordance with Section 608.411:

1. These Articles amend the Articles of Organization of **HMTW LAND FUND I, LLC**.

2. The Articles of Organization were filed with the Florida Department of State on February 18, 2009 and assigned Florida document number L09000016373.

3. The following Article VII is hereby added to the Articles of Organization:

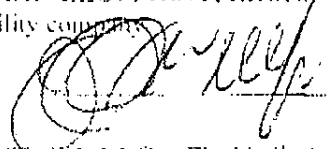
"ARTICLE VII

The written consent of Hawks Bay, LLC, a Nevada limited liability company ("Hawks Bay") is required to: (i) purchase, sell, lease, or otherwise transfer, or refinance any real property, note, mortgage, loan agreement or any other loan documents held by the Company, or amend, modify or renew the terms of any mortgage note, mortgage, loan agreement or any other loan documents held by the Company; (ii) encumber any of the real or personal property of the Company; (iii) amend or modify any provision of the Operating Agreement or the Company's Articles of Organization."

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IN WITNESS WHEREOF, the undersigned being the sole members of the Company hereby executes these Articles of Amendment as of the 3rd day of June 2009.

OC DEVELOPMENT, LLC, a Utah limited liability company

By: 

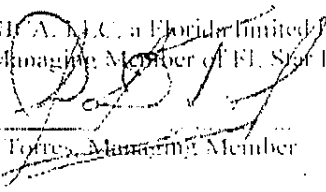
FL START, LLC, a Florida limited liability company, as Managing Member

By: NAPLES NV, LLC, a Florida limited liability company, a Managing Member of FL Start, LLC

By: 

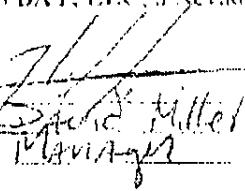
Gary Hains, Managing Member

By: GRABINI, A, LLC, a Florida limited liability company, a Managing Member of FL Start, LLC

By: 

David E. Torres, Managing Member

HAWKS BAY, LLC, a Nevada limited liability company

By: 

Name: Eric S. Tittel

Title: Manager

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