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EXAMINER

(((H100002112483)))

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
CROFT REAL ESTATE GULF TO BAY, LLC**

WHEREAS, the Articles of Organization of CROFT REAL ESTATE GULF TO BAY, LLC (the "Company") were filed with the Florida Department of State, Florida Document No. L10000082850 on August 6, 2010; and

WHEREAS, the proposed amendment ("Amendment") to Articles of Organization of the Company as hereinafter set forth, was adopted on the 22nd day of September, 2010 by the unanimous written consent of the Members.

NOW, THEREFORE, the Articles of Organization of the Company are hereby amended, effective immediately upon the date this Amendment is filed with the Florida Department of State. Article V is deleted in its entirety and is replaced by the following:

"ARTICLE V

The name and address of managing members/managers are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Croft Holdings, LLC	522 E. Washington Street Orlando, FL 32801	MGRM
Andrew Denis	522 E. Washington Street Orlando, FL 32801	VP

To serve until the earlier of their resignation or removal as provided in the Company's Operating Agreement."

IN WITNESS WHEREOF, this Amendment to Articles of Organization is hereby executed on behalf of the Company by its Secretary as of the 22nd day of September, 2010.

CROFT HOLDINGS, LLC

By: _____

Tracy L. Croft, President

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