

L98000001878

Kalis & Kleinman, P.A.

7320 Griffin Road, Suite 109
Davie, Florida 33314

Neal R. Kalis
M. Scott Kleiman

Telephone (954) 791-0477
Fax (954) 791-0506

June 30, 1999

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, Florida 32314

500002922425--5
-07/02/99-01070-001
*****52.50 *****52.50

Re: Turnberry Bayshore, LC L98-1878

Gentlemen:

Enclosed is an original and one copy of Certificate of Amendment of Articles Organization for Florida Limited Liability Company. Please file the original and return one certified copy to me. A check in the amount of \$52.50 to cover cost for same is enclosed herewith together with a return envelope.

Very truly yours,


NEAL R. KALIS

Encls.

cc: Jay Fertig, President
Bayshore Land Group, Inc.

NRK: pc

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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CERTIFICATE OF AMENDMENT OF ARTICLES OF ORGANIZATION

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF ORGANIZATION
OF TURNBERRY BAYSHORE, LC LIMITED LIABILITY COMPANY**

THIS IS TO CERTIFY THAT:

FIRST: This Certificate amends the Articles of Organization (the "Articles") of TURNBERRY BAYSHORE, LC Limited Liability Company.

SECOND: The Articles were filed with the Florida Department of State on September 17, 1998.

THIRD: Article VII of the Articles previously provided as follows:

**VII.
MANAGEMENT**

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Regulations of the Company, the day-to-day management of the Company is reserved to the Member, whose name and address is:

Marsha Soffer

19501 Biscayne Boulevard
Suite 400
Aventura, FL 33180

FOURTH: Article VII of the Articles, as amended, provides as follows:

**VII.
MANAGEMENT**

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Regulations of the Company, the day-to-day management of the Company is reserved to the Members, whose names and addresses are:

99-3628

Bayshore Land Group, Inc.

6710 Main Street
Suite 233
Miami Lakes, FL 33180

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L98-2877

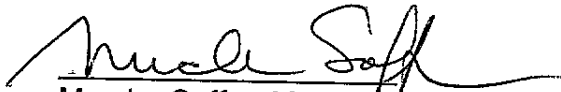
Soffer Nations LLC

19501 Biscayne Boulevard
Suite 400
Aventura, FL 33180

IN WITNESS WHEREOF, this Certificate of Amendment has been duly
executed and is being filed in accordance with Section 608.411 F.S., this 21 day of
MAY, 1999.

Witnesses:



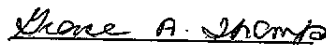

Marsha Soffer, Member

Valerie Sanchez

STATE OF FLORIDA)

COUNTY OF Miami-Dade)

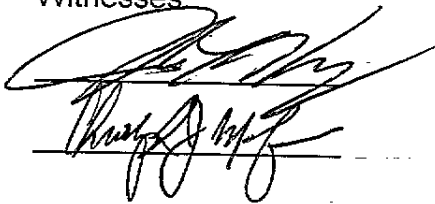
The foregoing instrument was acknowledged before me this 21st day of May, 1999, by Marsha Soffer, who is personally known to me or produced as
identification _____.


NOTARY PUBLIC



Grace A. Thompson
My Commission CC721993
Expires March 5, 2002

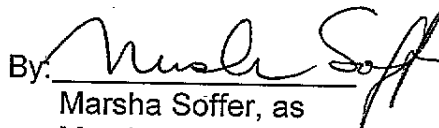
Witnesses:



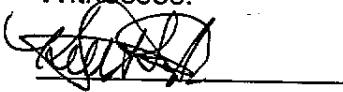
Bayshore Land Group, Inc., a
Florida corporation, Member

By: 
Jay Fertig, President

Soffer Nations, LLC, Member

By: 
Marsha Soffer, as
Member-Manager

Witnesses:


Valerie Sanchez

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99 JUL -2 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
COUNTY OF Miami-Dade)

The foregoing instrument was acknowledged before me this 21st day of May, 1999, by Jay Fertig, as President of Bayshore Land Group, Inc., on behalf of said Corporation. He is personally known to me or produced as identification _____.

Grace A. Thompson
NOTARY PUBLIC



Grace A. Thompson
My Commission CC721993
Expires March 5, 2002

STATE OF FLORIDA)
COUNTY OF Miami-Dade)

The foregoing instrument was acknowledged before me this 21st day of May, 1999, by Marsha Soffer, as Member-Manager of Soffer Nations, LLC, on behalf of said Company. She is personally known to me or produced as identification _____.

Grace A. Thompson
NOTARY PUBLIC



Grace A. Thompson
My Commission CC721993
Expires March 5, 2002

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99 JUL -2 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA