



L98000002878

ACCOUNT NO. : 072100000032

REFERENCE : 094343 6258A

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : \$ 52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 2:05

ORDER DATE : January 11, 1999

ORDER TIME : 11:17 AM

ORDER NO. : 094343-005

CUSTOMER NO: 6258A

500002736795--7

CUSTOMER: William L. Owens, Esq
Bond Schoeneck & King, P.a.
Suite 107
1167 Third Street South
Naples, FL 34102-7098

L98-2878

DOMESTIC AMENDMENT FILING

NAME: SOUTH BEACH CLUB ON FIFTH,
L.L.C.

EFFECTIVE DATE:

Name	<i>R. L. H.</i>
Availability	<i>R. L. H.</i>
Document Examiner	<i>R. L. H.</i>
Updater	<i>R. L. H.</i>
Under Verifier	<i>R. L. H.</i>
Acknowledgment	<i>R. L. H.</i>
W. P. Verifier	<i>R. L. H.</i>

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

RECEIVED
99 JAN 11 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FALLS CHURCH, VA 22040

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SOUTH BEACH CLUB ON FIFTH, L.L.C.

This Certificate of Amendment to Articles of Organization was duly executed and is being filed in accordance with Section 608.411 of the Florida Limited Liability Company Act.

1. The name of the Limited Liability Company is South Beach Club on Fifth, L.L.C.

2. The Limited Liability Company's original Articles of Organization were filed with the Florida Department of State on November 25, 1998, and assigned document number L98000002878. The Limited Liability Company filed a Certificate of Amendment to the Articles of Organization with the Florida Department of State on December 10, 1998.

3. "Article 1. Name" of the Articles of Organization of the Limited Liability Company shall be amended and restated in its entirety to read as follows:

"Article 1. Name

The name of the Limited Liability Company is:

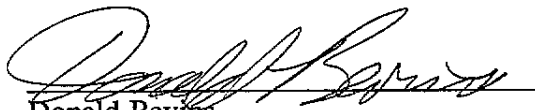
Fifth Avenue Beach Club, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 2:05

4. This Certificate of Amendment to Articles of Organization shall become effective upon filing with the Florida Department of State.

The Limited Liability Company reserves the right to further amend or repeal any provisions contained in the Articles of Organization or any amendment to them, and any right conferred upon the members is subject to this reservation.

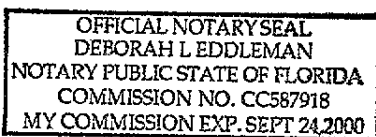
In Witness Whereof, the undersigned has signed this Certificate of Amendment to Articles of Organization on this 8th day of January, 1999.

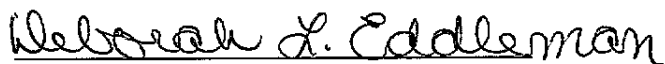

Donald Bevins
Authorized Member and Manager

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 2:05

STATE OF FLORIDA :
COUNTY OF Collier : ss.:

The foregoing instrument was acknowledged before me this 8th day of January, 1999, by DONALD BEVINS, who is personally known to me or produced his _____ as identification and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.




Notary Public

My Commission Expires: 9/24/00