

L99000002177

(Requestor's Name)

Rockcliff Resort & Service Corporation
1616 Athens Street
Lakeland, FL 33803-3418 U.S.A.

(Address)

(City/State/Zip/Phone #)

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

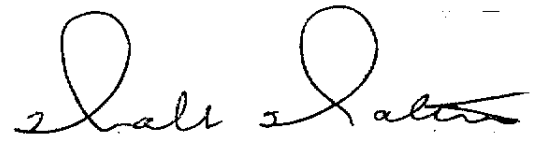
Florida Beachfront Motels, L.L.C.
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was April 14, 1999

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

**The name of the limited liability company is hereby changed to
Projects Caribbe Ltd LLC**

Dated April 16, 2003



Walt Walters, MGRM

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TALLAHASSEE, FLORIDA