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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Brickell Santa Maria LLC

199-4600

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
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<input type="checkbox"/>	Dissolution/Withdrawal
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OTHER FILINGS	
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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
BRICKELL SANTA MARIA, LLC**

Pursuant to Section 608.411 of the Florida Limited Liability Company Act (the "Act"), BRICKELL SANTA MARIA, LLC, a Florida limited liability company (the "Company") hereby certifies that these Articles of Amendment to the Articles of Organization, which contain amendments requiring member approval, were duly adopted by the sole member of the Company as of October ____, 1999. The original Articles of Organization were filed with the Secretary of State of the Sate of Florida on October 12, 1999.

ARTICLE I

The name of the Company is BRICKELL SANTA MARIA, LLC.

ARTICLE II

Article VII of the Company's Articles of Organization is deleted in it entirety and the following is substituted in its stead:

**ARTICLE VII
MANAGEMENT**

The Company is to be managed by a manager, that shall serve as such until the first annual meeting of members, or until its successor is elected and qualified. The name and address of the initial manager are:

Name

Address

John Driggs


**1643 Brickell Avenue, Unit 2104
Miami, Florida 33129**

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment to Articles of Organization in accordance with Section 608.411 of the Act this ____, day of October, 1999.

JOHN AND JOANNA DRIGGS,
HUSBAND AND WIFE, AS TENANTS

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BY THE ENTIRETIES, SOLE MEMBER



JOHN DRIGGS



JOANNA DRIGGS