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DIVISION OF CORPORATIONS

LIMITED LIABILITY AMENDMENT

JUNO OCEAN KEY CONDOMINIUMS LLC

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**AMENDMENT TO AUTHORIZATION TO DO BUSINESS IN THE STATE OF
FLORIDA**

JUNO OCEAN KEY CONDOMINIUMS LLC, a Maryland limited liability company ("Juno"), hereby amends its Authorization to Transact Business in the State of Florida.

The Application by Foreign Limited Liability Company for Authorization to Transact Business in the State of Florida ("Authorization") was filed on May 6, 2002, and given Document Number MO2000001179.

The Authorization is amended as follows:

1. Item 8 is hereby amended to reflect that Juno is a Manager managed limited liability Company. The Manager is David Lesnoy.
2. Item 11 is hereby deleted in its entirety and substituted therefor is the following:

"11. Nature of business or purposes to be conducted or promoted in Florida:

The nature and business and the purposes to be conducted and promoted by the Company are to purchase, sell, own, trade in, hold, develop, lease, manage, subdivide and/or improve that certain real property in Juno Beach, Palm Beach County, Florida (the "Property") and to do any and all things necessary, convenient or incidental to that purpose. In addition, the Company may engage in such other businesses or activities and have and exercise any and all powers or privileges now or hereafter conferred by the laws of the State of Maryland upon limited liability companies formed under the Act, as amended from time to time. The Company may exercise all powers enumerated in the Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein."

This Amendment to the Authorization shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned, as Manager and as the authorized representative of Juno, has duly executed and is filing this Authorization with Section 608.411 of Florida Limited Liability Act on this the 11th day of October, 2005.


DAVID LESNOY, MANAGER