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06/24/04 10:15

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June 21, 2004

Florida Secretary of State
Registration Section
Div. of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

RE: Application for Foreign Limited Liability Company to File Amendment to
Application for Authorization to Transact Business in Florida for **Watersound
Beach 47, LLC**, changing its name to **Beaches 47, LLC**

Dear Sir or Madam:

Enclosed please find the Application for Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida form for **Watersound Beach 47, LLC**, changing its name to **Beaches 47, LLC**. The original application and the original registered agent form and one copy of each are enclosed. An original certificate of existence, issued by the Georgia Secretary of State's office, is also included with this package. In addition, enclosed is a check for \$30.00, payable to the Florida Secretary of State. Please return a letter of acknowledgement of the receipt of the application and the registered agent form and the certificate of status to the undersigned in the enclosed self-addressed stamped envelope.

Should you have any questions regarding this filing or the enclosed documents, or if you require additional information, please feel free to contact the undersigned.

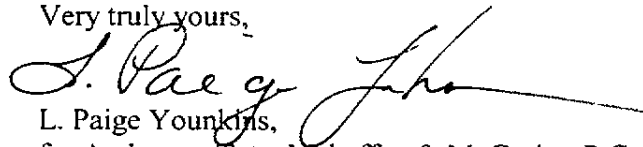
Secretary of State

June 21, 2004

Page 2

Thank you for your prompt attention to this matter.

Very truly yours,



L. Paige Youngkins,

for Andersen, Tate, Mahaffey & McGarity, P.C.

Enclosures

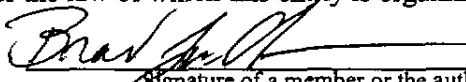
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Watersound Beach 47, LLC
2. Jurisdiction of its organization: Georgia
3. Date authorized to do business in Florida: June 16, 2004

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? June 18, 2004
5. New name of the limited liability company: Beaches 47, LLC
6. If the amendment changes the period of duration, indicate new period of duration: N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: N/A
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized
representative of a member

Brad Zeitlin

Typed or printed name of signer

Filing Fee: \$25.00

04 JUN 2004 11:15

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 041700417
CONTROL NUMBER: 0432463
EFFECTIVE DATE: 06/18/2004
REFERENCE : 0070
PRINT DATE : 06/18/2004
FORM NUMBER : 661

ANDERSEN TATE MAHAFFEY MCGARITY
L. PAIGE YOUNKINS
P. O. BOX 2000
LAWRENCEVILLE, GA 30046

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

WATERSOUND BEACH 47, LLC A GEORGIA LIMITED LIABILITY COMPANY

has filed articles of amendment in the Office of the Secretary of State changing its name to

BEACHES 47, LLC

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

**ARTICLES OF AMENDMENT OF
THE ARTICLES OF ORGANIZATION OF
WATERSOUND BEACH 47, LLC**

THIS IS TO CERTIFY THAT:

1.

The name of the limited liability company is **WATERSOUND BEACH 47, LLC** (the "Company").

2.

The Articles of Organization of the Company were filed with the Secretary of State of Georgia on June 1, 2004.

3.

Effective the date hereof, the Articles of Organization of the Company are hereby amended by deleting in its entirety ARTICLE ONE and inserting the following in lieu thereof:

ARTICLE I. NAME.

The name of this limited liability company is "**Beaches 47, LLC**" (hereinafter referred to as the "Company"). The Company is organized under the Georgia Limited Liability Company Act, O.C.G.A. §14-11-100, et seq.


All other provisions of the Articles of Organization of the Company shall remain in full force and effect.

4.

The foregoing amendment was approved by the vote and in the manner required by the operating agreement of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on behalf of the Company effective as of June 17, 2004.

**Watersound Beach 47, LLC, n/k/a Beaches 47,
LLC, a Georgia limited liability company**

By: 
L. Paige Younkens, Organizer

SECRETARY OF STATE
JUN 18 A 10 24
CORPORATIONS DIVISION