

M0500000 2252

Norton, Hammersley, Lopez

PSKOK

(Requestor's Name)

1819 Main St

(Address)

Se. 610

(Address)

Sarasota, FL 34086

(City/State/Zip/Phone #)

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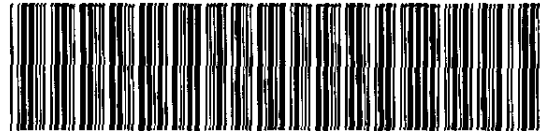
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M05-2252

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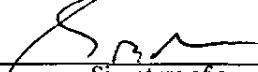
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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: VPC MANAGER, LLC
2. Jurisdiction of its organization: Michigan
3. Date authorized to do business in Florida: April 25, 2005

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? April 27, 2005
5. New name of the limited liability company: VIZCAYA MANAGER, 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.

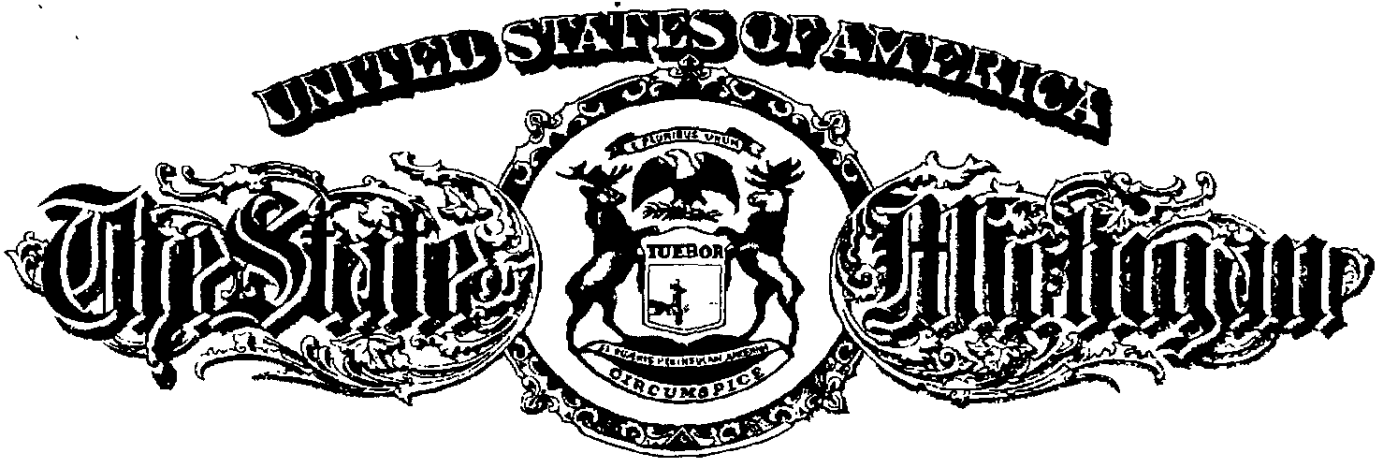


Signature of a member or the authorized
representative of a member

Sam D. Norton

Typed or printed name of signee

Filing Fee: \$25.00



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 29th day of April, 2005

Andrew S. Metcalfe, Director

Bureau of Commercial Services

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERTIFICATE OF AMENDMENT TO THE ARTICLES OF ORG.

for

VIZCAYA MANAGER, LLC

ID NUMBER: B4023V

received by facsimile transmission on April 26, 2005 is hereby endorsed filed on April 27, 2005 by the Administrator. The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 27th day of April, 2005.

, Director

Bureau of Commercial Services

BCF/CO-716 (Rev 12/00)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES		
Date Received	(FOR BUREAU USE ONLY)	
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name	Scott I. Mirkes, Esq.	Jackier Gould, PC
Address	Second Floor, 121 West Long Lake Road	
City	State	Zip Code
Bloomfield Hills	MI	48304-2719
		EFFECTIVE DATE

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF ORGANIZATION For use by Limited Liability Companies

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned limited liability company executes the following Certificate of Amendment:

1. The present name of the limited liability company is:
VPC Manager, LLC

2. The identification number assigned by the Bureau is: B4023V

3. The date of filing of its original Articles of Organization was: April 13, 2005

4. Article 1 of the Articles of Organization is hereby amended to read as follows:
The name of the limited liability company is: Vizcaya Manager, LLC

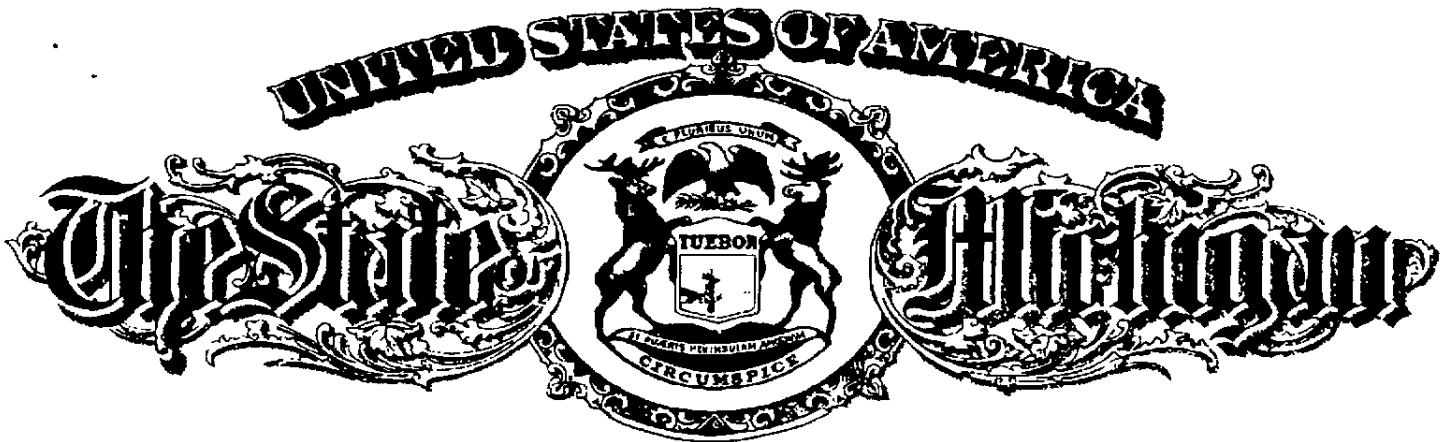
5. The amendment was approved by a majority in interest if an operating agreement authorizes amendment of the articles of organization by majority vote.

The amendment was approved by unanimous vote of all of the members entitled to vote.

This Certificate is hereby signed as required by Section 103 of the Act.

Signed this 26th day of April, 2005

By David C. Rubin
(Signature of Member, Manager, or authorized agent)
David C. Rubin, Manager
(Type or Print Name and capacity)



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify That

VIZCAYA MANAGER, LLC

was validly organized on April 13, 2005 as a Limited Liability Company. Said Limited Liability Company is validly in existence under the laws of this state and has satisfied its annual filing obligations.

This certificate is issued pursuant to the provisions of 1993 PA 23, as amended, to attest to the fact that the company is in good standing in Michigan as of this date.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

*In testimony whereof, I have hereunto set my hand,
in the City of Lansing, this 29th day of April, 2005*

Bureau of Commercial Services

,Director