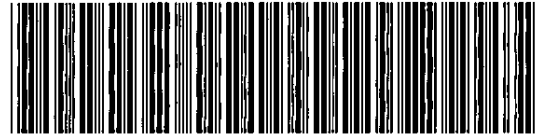


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 AUG 12 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR
AUG 13 2008
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 683145 4311473

AUTHORIZATION

Subler

COST LIMIT : \$ 155.00

FILED
08 AUG 12 AM 8:15
TALLAHASSEE, FLORIDA

ORDER DATE : August 12, 2008

ORDER TIME : 11:04 AM

ORDER NO. : 683145-005

CUSTOMER NO: 4311473

FOREIGN FILINGS

NAME: GFII DVI CARDEL FLAGLER
RESIDENCES, LLC

CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley -- EXT#

EXAMINER: _____

**APPLICATION BY GFII DVI CARDEL FLAGLER RESIDENCE, LLC (THE
"COMPANY") TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

FILED
08 AUG 12 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Company as it appears on the records of the Florida Department of State is GFII DVI Cardel Flagler Residence, LLC.
2. The Company was formed under the laws of the State of Delaware on October 23, 2006.
3. The Company was authorized to do business in the State of Florida on October 30, 2006.
4. A Certificate of Amendment to the Certificate of Formation of the Company was filed with the Delaware Secretary of State on August 8, 2008 changing the name of the Company.
5. The new name of the Company is DVI Cardel Flagler Residence, LLC.
6. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment, duly authenticated by the Secretary of State of Delaware.
7. The Company's principal office and mailing address is 2601 South Bayshore Drive, Suite 1475, Miami, Florida 33133.
8. The Company is a manager-managed limited liability company. The name and usual business address of its manager are: DVI Cardel Flagler Manager, LLC, 2601 South Bayshore Drive, Suite 1475, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Application for Authorization to Transact Business in Florida.

DVI CARDEL FLAGLER MANAGER,
LLC, a Florida limited liability company,
as Manager

By: _____


Carlos J. Rodriguez
President

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GFII DVI CARDEL FLAGLER RESIDENCE, LLC", CHANGING ITS NAME FROM "GFII DVI CARDEL FLAGLER RESIDENCE, LLC" TO "DVI CARDEL FLAGLER RESIDENCE, LLC", FILED IN THIS OFFICE ON THE EIGHTH DAY OF AUGUST, A.D. 2008, AT 9:06 O'CLOCK A.M.

4239415 8100

080857238

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6782869

DATE: 08-08-08

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF FORMATION**

OF

**GFII DVI CARDEL FLAGLER RESIDENCE, LLC
(a Delaware limited liability company)**

The name of the Limited Liability Company is GFII DVI Cardel Flagler Residence, LLC (the "Company").

The Certificate of Formation of the Company is hereby amended as follows:

The name of the limited liability company is DVI Cardel Flagler Residence, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation as of the 7th day of August, 2008.

**DVI CARDEL FLAGLER MANAGER,
LLC, a Florida limited liability company, as
Manager**

By: _____

[Handwritten Signature]
**Carlos J. Rodriguez,
President**