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BASIC AMENDMENT

THE BEACH CLUB III 909-07/04 CORP.

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE BEACH CLUB III 909 - 07/04 CORP.

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of Incorporation.*

**FIRST:** Amendments adopted:

Article VII is hereby amended to read as follows: The name and address of the director of the corporation is as follows: Jorge Fernandez, 2100 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134.

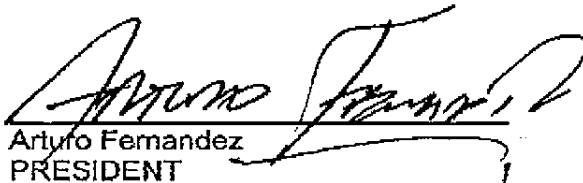
Article VIII is hereby amended to read as follows: The name and address of the officer of the corporation is as follows: Jorge Fernandez, President and Secretary, 2100 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134.

**SECOND:** The date of the amendment's adoption was October 25<sup>th</sup>, 2005.

**THIRD:** Adoption of Amendment:

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 25<sup>th</sup> of October, 2005.

  
Arturo Fernandez  
PRESIDENT

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