

APR 14 2006

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FILE NO. L-1258401-1

ARTICLES OF AMENDMENT
OF
DEVONSHIRE PLACE CONDOMINIUMS, L.L.C

The following amends the Articles of Organization for Devonshire Place Condominiums, LLC, file no. L-1258401-1, originally filed on January 25, 2006.

I. Name, Members, Place of Business.

A. The name of the limited liability company shall be Devonshire ^{the} Square Development, L.L.C. (the "Company") and, until changed by the members, the Company's registered office and principal place of business shall be: 7360 E. Mark Lane, Scottsdale, Arizona 85262.

[Signature]
Steve Kurth, Manager

4/12/06
Date

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CORPORATION COMMISSION
FILED

JAN 25 2006

ARTICLES OF ORGANIZATION
OF

FILE NO. L-1258401-1

DEVONSHIRE PLACE CONDOMINIUMS, LLC

We, the undersigned, having associated ourselves together for the purpose of forming a limited liability company under the laws of the State of Arizona, do hereby adopt the following Articles of Organization:

I. Name, Members, Place of Business

A. The name of the limited liability company shall be Devonshire Place Condominiums, LLC (the "Company") and, until changed by the members, the Company's registered office and principal place of business shall be: 7360 E. Mark Lane, Scottsdale, AZ 85262.

B. The management of the Company is vested in a manager or managers. The name and address of each person who is a manager of the Company at the time of its formation is as follows:

Steven Kurth
7360 E. Mark Lane
Scottsdale, AZ 85262

Robert A. Campbell
6360 E. Thomas Road, Suite 210
Scottsdale, AZ 85251

C. There are or will be two or more members at the time the Company is formed. The name and address of each member who owns a twenty percent or greater interest in capital or profits of the Company at the time of its formation is as follows:

Visions West, LLC
% Steve Kurth, Manager
7360 E. Mark Lane
Scottsdale, AZ 85262

724 E. Devonshire, LLC
% Qingcheng Bao
1904 E. El Parque Drive
Tempe, AZ 85282

II. Business Purpose; Operation; Duration

- A. The business that the Company initially intends to conduct is to purchase, lease, manage, develop, sell, and hypothecate that certain real property located at 724 E. Devonshire Street, Phoenix, Maricopa County, Arizona, and any or all other lawful business approved by the Members for which limited liability companies may be formed under the laws of the State of Arizona as they may be amended from time to time.
- B. The affairs of the Company shall be conducted in accord with an Operating Agreement, to be made and entered into by each member of the Company.
- C. The duration of the Company shall be perpetual.

III. STATUTORY AGENT

Marvin Davis, whose address is 6608 E. Horseshoe Lane, Paradise Valley, AZ 85253, a bona fide resident of the State of Arizona for more than three years immediately preceding the date hereof, is hereby appointed and made agent of the Company to serve until the appointment of another agent, and upon whom all lawful notices and process, including writ of summons, may

CONSENT TO APPOINTMENT

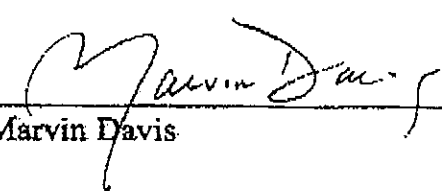
I, Marvin Davis, hereby acknowledge that I have been notified of my appointment to be statutory agent of Devonshire Place Condominiums, LLC, an Arizona limited liability company. I hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

My address for service of process is:

Marvin Davis
6608 E. Horseshoe Lane
Paradise Valley, AZ 85253

DONE AT Paradise Valley, Arizona on

1/23/06



Marvin Davis